"STARTING OVER"

by

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FADE IN:

1 INT. POTTER'S APARTMENT - NIGHT 1

A small one-bedroom apartment on the West Side. Very few people have entered here without uttering the words, "high ceilings." The man of the house, PHIL POTTER, stands poised to leave -- suitcase in hand. He is thirty-seven years old -- a young veteran of life -- a bright man -- not the type to be as bewildered as he is at this moment as he looks across at his wife.

ANGLE ON JESSICA

Slender, beautiful, poetic. Tears glisten at the edges of her eyes, but refuse to fall, as if put there for decoration. She is seated at the piano bench, her back to the piano, totally focused on the drama of her husband's departure.

THE TWO OF THEM

He is wondering when one of them is going to laugh, get things back to normal. Jessica is taking a long, last look, drinking in the scene, and now she addresses the extraordinarily uncomfortable human being she has slept with for the past twenty-five hundred nights.

JESSICA
You don't have to say anything.
(on his look)
I'm sorry. Do you want to say something?

POTTER
Yes.

JESSICA
Go ahead.

POTTER
Uh...
(thinking what to say, then coming up with it)
Shit... I'm standing here trying to be polite -- what the hell is that about?
(raising his voice)
You want this?
(before she can answer)
You actually want this?
(MORE)

(CONTINUED)

1 CONTINUED: 1

POTTER (CONT'D)
Really. I mean <u>really</u>. -- That we're going to be separated -- that we're going to break up -- that we're going to be divorced -- that we're going to be two totally separate people. Is that what you want? *

JESSICA
Yes.

POTTER
Let's go get something to eat. *

She looks at him with some amazement. *

POTTER
(continuing; bewildered by it)
I just can't leave here yet.

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STORY DEPARTMENT

JESSICA
You promised. *

POTTER
I know, but what's the rush anyway? If I leave now you're just going to cry while I circle the block thinking up a way to get back in here. Let's just cut out the middleman and stay put. *

JESSICA
I'm not going to sit here crying after you leave.

POTTER
You're not? *

JESSICA
No. *

POTTER
What are you going to do? *

(CONTINUED)

1 CONTINUED: (2) 1

JESSICA
I'll probably work on my song.

She gestures to the song work sheet on the piano... on his reaction:

JESSICA
(continuing)
It's really important to me. *
It's not like the photography or the painting... it's not... I've gotten a lot of terrific feedback on my songs.
(misreading him)
You don't think so.

POTTER
No. It's just the word 'feedback.' *

He shakes his head as he leans forward to read her lyrics from the sheet music.

JESSICA
Do you mind if I say things my way?

POTTER
Sure. Fine.
(thrown by lyric he reads)
'It's gonna be harder for me, *
But this woman's got a right to be
More than a shadow of her ma-an.'
So that's why we're breaking up,
because you don't want to be just shadow of your ma-an?

She looks at him sharply -- prodded by his ridicule.

JESSICA
You can't make me angry anymore. *

POTTER
I'm sorry I can't make you angry *
anymore.

She touches his face. *

JESSICA
Oh, honey... You can't drag this out anymore. It's not going to make it any less awful.
(MORE)

(CONTINUED)

1 CONTINUED: (3) 1

JESSICA (CONT'D)
(more sure of herself as she talks him down)
What's left to say, anyway?

POTTER
(sharply; she's slipping away now)
Whatever comes out of my mouth next -- how about that?... That I'm glad we were married for one thing.

JESSICA
Thank you. That's lovely.

POTTER
It is lovely, isn't it? *

She laughs... shakes her head ruefully.

JESSICA
If there's one thing I didn't expect to do today, it's laugh.

POTTER
The day could be chock full of surprises -- if there's one thing I didn't expect, it's for us to end up in bed.

JESSICA
(quietly, almost lovingly, but with everything she has)
Not this time, babe.

POTTER
Yeah, I know.

He touches her shoulder. He is accepting the imminence of their separation.

POTTER
(continuing)
Listen... Boy, if I ever wanted to say something great.

As earlier, Potter muses over several possibilities -- mutters a few phrases to himself -- rejecting them -- sneering at his inability to come up with the right words. He's working hard, but to no avail.

(CONTINUED)

1 CONTINUED: (4) 1

POTTER
(continuing)
Shit. I can't think of anything great. You think what we have here is blocking something for you.
(emotion showing)
I swear to God, we're getting divorced when all we need is separate vacations.
(pause)
I love you. -- How am I doing? *

JESSICA
Nice. *

POTTER
Okay. Okay. I'm clearing out.

She smiles, wiping a tear away, joining him in the attempt at lightness as they walk together toward the door, holding hands. She points to the single suitcase.

JESSICA
When did you become such a great packer?

POTTER
(caught)
I thought I'd come back next week and pick up the rest of my stuff.
(on her look)
Maybe when you're not here.

JESSICA
It's very important to me that you take everything with you right now.

POTTER
Okay. You got it.

2 INT. BEDROOM - NIGHT 2

Potter -- emotional, frustrated -- begins yanking open drawers and throwing his clothes into two additional suitcases. Jessica, in some habit of caring, can't resist surreptitiously folding some of the clothes a bit more neatly behind his annoyed back.

(CONTINUED)

2 CONTINUED: 2

Now, as Jessica watches him, he pulls whole drawers out so that he can pack more hurriedly.

ON JESSICA

inexplicably alarmed. As we FOLLOW her look.

ANGLE ON BED

where we SEE a small stack of letters taped to the rear panel of one of the drawers. Jessica lets out a sound. She is startled.

ON POTTER

as he sees them and removes them from the panel. He looks at Jessica who, after that moment's alarm, finds that rather than grab for the letters, she is going to actually let him read them. *

ON POTTER

as he sits on the bed, holding the love letters another man has sent his wife. There are just three or four of them, along with a card which must have accompanied some flowers.

POTTER *
(as he reads)
Oh, sweet Jesus.
(to Jessica)
Why didn't you throw them away?

JESSICA *
I don't know. Maybe I wanted you to find them.

He turns to the card, reads that aloud.

POTTER
(reading)
'After you left I sat there until it was almost dark, trying to think of a single word to describe you. And then it finally came to me -- thrilling.'
(aside)
Not the word I would have picked.
(MORE)

(CONTINUED)

2 CONTINUED: (3) 2

POTTER (CONT'D)
(back to letter)
'Evermore, Neil.'
(to her)
'Evermore'? 'Evermore'? You went to bed with a man who says, 'Evermore.'

JESSICA
Do you want to know about it?

There is a long silence as Jessica looks at him. Finally, a decision is reached.

POTTER
No. I don't.

He closes his suitcase and moves toward the living room. As he passes her:

JESSICA
Do you really hate me?

POTTER
(on the move)
God, I hope so.

3 INT. APARTMENT HALLWAY - NIGHT 3

as he waits for an elevator. Several beats, then, from the apartment, we HEAR JESSICA's quite bad, but emotional VOICE, SINGING the song she has written. Now the elevator comes. He enters it, standing amidst couples as we continue to HEAR Jessica's COMPOSITION.

SONG
(to be written)

Basically, it is a bad anthem. The basic idea being that sometimes you have to send your man away to get to know yourself -- no matter how much it hurts -- this move for self-fulfillment must be made. If there's a couplet in there to justify her cheating, so much the better. It is a dilettante's effort, but this delettante is better than average. If her voice is off and some rhymes forced, there is still some good thinking and a certain rousing energy to the tune about women on the march as we WATCH this lonely man leaving his ex-home. WE BEGIN MAIN TITLES: "STARTING OVER."

TITLES CONTINUE OVER:

4 EXT. APARTMENT BUILDING - NIGHT 4

The doorman whistling unsuccessfully for a cab as two couples wait ahead of Potter. A beat, then he moves off down the street to try and flag one down for himself.

TITLES OUT.

5 EXT. STREET CORNER - NIGHT 5

as a cab stops to let a passenger out. Potter and a woman, burdened with Lord & Taylor packages, arrive at the cab at the same instant. She looks at Potter expecting him to yield.

POTTER
Not anymore.

He gets in. The cab pulls away.

6 thru 8 OMITTED 6 thru 8

9 INT. EXECUTIVE OFFICE - DAY 9

Potter seated in an anteroom, as his EDITOR enters. He's just a bit older than Potter, attractive, bright looking. Potter does not look well.

EDITOR
What's wrong?

POTTER
No big deal. I just wanted to talk to you. I'm going to have to quit. I'm thinking of going up to Boston. * *

EDITOR
What are you talking about?

POTTER
(a bit strangely)
Ah... Let's see. Yeah. I guess you're entitled to my reasons.

EDITOR
I think so. Come on in.

He opens the door and gets behind his desk. Potter paces.

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(CONTINUED)

9 CONTINUED: 9

POTTER
You know how long it's been since I've been in a fight?

EDITOR
You've been in a fight?

POTTER
It was when I was in high school and this big...
(looks for word)
... goon. He was a goon. This big goon said to the girl I was having a date with -- he said something crude. He said, 'You have great tits' -- right to her.

The Editor smiles, less worried now that Potter is actually going to quit.

POTTER
(continuing)
It was more or less my job to do something about it. But he was big, so I made believe I didn't hear him. We were in this luncheonette and I ask the girl what she wanted to eat and this goon says, 'I know what I'd like to eat.' And I made believe I didn't hear that and he said -- very loud -- 'I'd like to eat those great tits.' She said, 'Aren't you going to do something?' This was a blind date -- a nice girl -- but still, this guy was big. Then she said, 'You've got to do something.' So I found myself getting up and walking over to the goon and saying -- and by the way, this guy used to have people punch him in the stomach for fun. I said to this kind of guy, 'I'd like you to apologize.' The first punch he hit me -- and I'll get to the point of this story in a minute, Neil, don't worry. I don't know where he hit me, but that first punch totally paralyzed me. I wasn't able to lift my arm. I had to just watch him use me as a punching bag.
(MORE)

(CONTINUED)

9 CONTINUED: (2) 9

POTTER (CONT'D)
He broke my nose with the second punch, and in the middle of the third punch, I thought to myself, 'She does have great tits.' Then I went down -- lying there in my own blood and cartilage, realizing that I'd like to eat those great tits, too. Then I got really scared that he was going to kill me. Finally he walked away and she came over to me and she said, 'I really appreciate your sticking up for me like that.' It was nice, but it wasn't enough. I'd rather have never met her.
(then)
Neil, you went to bed with my wife, and something in me needs...
(his voice rising)
... to beat the hell out of you and make you wish you never met her.

NEIL
(utterly sincere)
Phil, I hope your head isn't so messed up that this doesn't get through to you, but I never had anything to do with Jessica. I don't know why she told you I did, but maybe she just wanted to hurt you and...

POTTER
She didn't tell me. I found your letters.

NEIL
(that quickly)
Think about your job, then. You've put in a lot of...

Potter socks him hard on the side of the head. Neil moans. The chair swivels him around, Potter stopping the chair, Neil holding his cheek.

NEIL
(continuing; angry as hell)
You get it out of your system?
(MORE)

(CONTINUED)

9 CONTINUED: (3) 9

NEIL (CONT'D)
Because I can forget about one punch, but not...

Potter hits him rapidly with both hands.

NEIL
(continuing; hoarsely)
... not six.

Potter lifts him out of the chair and hurls him toward his sofa. Now the door opens -- first the secretary enters, then two shirt-sleeved men enter. They both grab Potter's right arm. They succeed, but as they hold that right arm fast, Potter hits Neil with his left hand. Now others enter, obviously caring for Potter as they press him to the wall, physically restraining him and shouting calls to his reason; i.e., "You're screwing up a whole career here, Phil. Will you stop it? You don't need to do this -- nothing can be that bad..."

POTTER
It's okay. I'm finished.

NEIL
Jesus. We could have talked about it. It didn't have to be like this. What does this get you, anyway?

POTTER
(catching his breath)
Well, I've been trying to think of a word to describe it and then finally I got it -- 'thrilling.'

NEIL
Okay. Goodbye, Phil.

10 EXT. BOSTON TOWNHOUSE - NIGHT 10

The door is opened by MAX and MARVA POTTER, his older brother and sister-in-law. They are a trim and attractive couple.

MAX
Goddamn, I'm glad you're here.

Max envelops Potter in a bear hug, kissing his cheek while Potter works at concealing his discomfort.

11 ANGLE ON MARVA 11

studying the two men, nodding in agreement -- a personal trait of hers, as if everything that happens confirms a foreknowledge she possesses. Marva now has her turn as Mickey releases Potter. But rather than embrace him, she takes his face and studies his eyes to the point where Potter can no longer endure it.

POTTER
Come on, Marva, huh? Will you stop?

MARVA
(continuing to stare)
Oh dear, oh dear, oh dear.

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MICKEY
You look good.
(to Marva)
Doesn't he, honey?

MARVA
(transfixed)
Oh dear.

Marva's eyes are filled with tears at the spectre of Potter as a displaced man. She can only attempt a cheerful nod of agreement.

MICKEY
(to Marva)
Maybe you'd better leave us alone for awhile.

She nods again and starts from the room -- her flight stopped by:

MICKEY
(continuing)
I look like shit these days, don't I?

MARVA
(from doorway)
Will you stop thinking you're overweight? Phil -- you talk some sense to him.

PHIL
You don't look like shit.

MARVA
That's exactly what I keep telling him.

Marva and Potter now smile at each other. She exits.

(CONTINUED)

11 CONTINUED: 11

MICKEY
How are you doing?

POTTER
Pretty good.

On Mickey's look.

POTTER
(continuing)
Not that great...

MICKEY
(they're getting someplace)
Okay. You going to let me help or not?

POTTER
I don't need any help.

MICKEY
Oh, fuck off, Phil. Come on, please. Do me that one favor. Kindly fuck off.
(almost pleasantly)
Will you fuck off? Will you do that for me? Will you please fuck off? Look, I'm going to help you whether you like it or not. And I'm not talking about psychiatry.

POTTER
Psychiatry isn't going to do anything for me.

MICKEY
Who's talking psychiatry? I'm not a psychiatrist anymore, Phil. I've made some changes myself, you know. It was coming for a long time. I guess I just lost the faith. I no longer felt practicing psychiatry was valid.
(a pronouncement)
I'm not a psychiatrist anymore.

POTTER
So what are you doing now?

MICKEY
I'm teaching psychiatry...

On Potter's look.

11 CONTINUED: (2) 11

MICKEY
It's different. It is. Come on, don't give me a hard time.

Marv enters carrying a plate of homemade cookies and a bottle of wine.

MARVA
If it's okay, I'd really like to be part of this.

Mickey looks to Potter for a decision.

MICKEY
Sure.

MARVA
How's he doing?

MICKEY
He's numb.

MARVA
Phil, we've never talked about this, but I've always felt like a sister to you -- not a sister-in-law.

MICKEY
(to Marva)
Honey, that's not for now -- we have to...

MARVA
(emphatically to Potter)
That's for now -- tomorrow -- and ten years from tomorrow. This is a family you have here. That's why I can tell you that I think you may very well be better off now...
(before he can protest)
Yes! Because I think now that you're on your own, everything's going to be more exciting -- the possibilities for growth are enormous -- you can fly free and proud to...
(breaking)
... are you sure there's no way for you two to get back together?

11 CONTINUED: (3) 11

MICKEY
Marva...

MARVA
Okay okay okay. Sorry sorry sorry.
(to Potter)
Tracy's gone back to school. You can stay in her room.

POTTER
Thanks.

MICKEY
And I've got you set up in a divorced men's workshop they have at the church I think...

POTTER
(interrupting)
No, that's not for me.

MICKEY
It's not psychiatry. Trust me a little -- huh? I know what you're like... it's just this workshop one night a week.

POTTER
No, really. Not that I don't...

Marva stops him, kneels before him, peering into his eyes. Potter shifting -- he's always suspected her of being crazy. This particular moment does not assuage those fears.

MARVA
Hello in there. Let us do something -- please... as a favor. Hello.

Potter looks at Mickey.

MICKEY
(explaining)
Well, you know she's like that...

MARVA
We can tease me later. Right now let's do Phil's life.

Potter rises.

(CONTINUED)

11 CONTINUED: (4) 11

MICKEY
Where are you going?

POTTER
No place.
(then)
You know, it hasn't been such a hot day -- maybe I'll go on upstairs.

MARVA
Are you coming down for dinner?

POTTER
I don't think so. I'm shot.

MICKEY
Okay. Sure. Listen... these first nights can be pretty rough. You feel like company later, I just want you to know that I stay up real late. Sometimes I get into a book or something, I don't even go to sleep. So don't worry about waking me. You feel like it, knock on the door and we'll talk.

Potter smiles at him -- pats him on the back.

MARVA
I never sleep.

He grins and hugs her.

MARVA
(continuing)
Why you making so much fuss just because I happen to be an insomniac? You knock four or five in the morning and I'll be grateful to have someone to talk to.

POTTER
Well, I'm going to sleep. It's good to be here. I'm fine. And I'm exhausted. Goodnight.

MICKEY
Goodnight.
(a beat)
You know I read something the other day that might help put things in perspective for you.
(MORE)

(CONTINUED)

11 CONTINUED: (5) 11

MICKEY (CONT'D)
Just last year there were one million ninety-seven thousand divorces. That's in this country alone.

POTTER
I thought I'd just count sheep.

Mickey grins at him. Potter walks upstairs.

11A INT. MICKEY'S AND MARVA'S HALLWAY - VERY LATE 11A

A door opens. Potter, wearing pajamas and looking on edge, crosses the hall to the door of his brother's room and knocks gently to see if they're awake. He knocks louder, then once more, waits for a beat. He opens the door a crack. We HEAR the rhythmic BREATHING of Mickey and Marva. They are obviously sound asleep. He crosses back to his room and enters.

12 INT. TRACY'S ROOM - CLOSE ON POTTER 12

as he moves away from the window. He is uncomfortable as he gingerly sets his butt down on the frilly four-poster bed which dominates the room. He has accepted help and so will spend the first night of his new life in the ultra-feminine room of a teenage girl.

13 EXT. CHURCH - NIGHT 13

Potter getting out of a cab, looking across as several men file into the church. The neat plastic letters on the bulletin board read:

DIVORCED MEN'S WORKSHOP, 7 - 9 TONIGHT

DIVORCED WOMEN'S WORKSHOP, 9 - 11 TONIGHT

CHRISTIAN SINGLES DANCE, SATURDAY NIGHT

Keeping his head down and using considerable willpower, Potter enters the church.

14 INT. DIVORCED MEN'S WORKSHOP - NIGHT 14

No psychiatrist heads this group. It is simply a motley band of men joined only by their common plight. Rather than list them here, we will meet them as we go along.

(CONTINUED)

14 CONTINUED: 14

The meeting room has a few homey touches, a sofa, a deep chair, along with the metal folding chairs we would expect of an institution. Potter sits in a folding chair. DAN, a man in his late thirties, is the kind of rotary club doer who usually gets the ball rolling.

DAN
We better get started.

He looks over at Potter and extends his hand.

(CONTINUED)

14 CONTINUED: 14

DAN
(continuing)
Hi. I'm Dan Ryan.

POTTER
(awkwardly)
Phil Potter.

DAN
(nice 'n' easy)
You'll catch on to what we do here. Basically, it's misery loves company. We're all in the same boat, more or less, and sometimes it helps to talk things out. It's that simple. We'd just like to do for each other what so many women are doing. So this is sort of a male support group. No big deal. Actually, in a way, it's just guys shooting the breeze. Maybe we don't have all the answers, but sometimes it can help to rap with someone who's been there. See, it's not complicated. It's actually...

EVERETT, a man in his mid-fifties, interrupts.

EVERETT
(stopping Dan)
Will you stop. If it's so simple, why does it take you so long?

DAN
(wearily)
Oh, Everett. I'm so tired of being the target for your shit. No kidding.

LARRY, in his mid-thirties, wears a black beard and glasses.

LARRY
Something happened to me over the weekend that maybe I should tell you about. It was Sunday and I was bringing my kids back home after this terrific day we'd had.

DAN
Why do you say 'bring them back home'? I figure, when they're with me, <u>that's</u> their home.

(CONTINUED)

14 CONTINUED: (2) 14

LARRY
(annoyed)
Anyway, I let the kids out. Their mother and I gave each other one of those strained hellos, and then I left. As soon as I closed the door I heard the kids crying. No, not crying -- sobbing, really sobbing and screaming, 'I want my daddy. I want my daddy.'

JERRY, in his mid-thirties, sits immediately next to Larry.

JERRY
The same thing happened to me last week.

BARRY, a muscular man of about thirty, chimes in.

BARRY
It happened to me three or four times. It's rough. Real hardball.

LARRY
Anyway, I started driving away, got about two blocks, and then said to myself -- 'I've got to get my kids.' I raced back there, opened the door without knocking, and there are my kids, playing 'Candyland' with my wife.
(catches himself)
Ex-wife... ex-wife... They looked happy, maybe a little annoyed at me for interrupting the game... I must have looked crazy, barging in all out of breath -- because the kids were really fine. They were over it in seconds.

Jerry and Barry smile at the news.

BARRY
Sometimes I think we get let down that the kids aren't more screwed up by the divorce.

Dan catches Potter's eye and grins, somewhat self-righteously, as if to say, "See how we help each other."

(CONTINUED)

14 CONTINUED: (3) 14

Now Dan's face abruptly darkens -- he is about to open up, and it's never comfortable for a rotarian to open up.

DAN
This past week hasn't been one of my better ones. I guess it was because three of the seven nights I felt lonely.

Everett, the older man, leans over to Potter and says, sotto:

EVERETT
He keeps a chart.

Potter starts to smile.

EVERETT
(continuing; gravely)
No joke. Really. He told us about it.

PAUL, in his late twenties -- slight, aesthetic, sweet.

PAUL
I don't think loneliness is going to bother me that much anymore.

POTTER
(sotto, to Everett)
How long do these usually last?

EVERETT
Nine o'clock.

PAUL
Just last night I realized that I wasn't alone at being alone. We're all alone, and we were alone while we were married.

POTTER
(sotto to Everett, overlapping)
What time is it now?

EVERETT
Seven-o-five.

(CONTINUED)

14 CONTINUED: (4) 14

PAUL
It was just an illusion that there was someone there for us. And it was such a relief for me to finally realize that we're all alone from the cradle to the grave and it will never change. Life is really a time of extraordinary isolation.

POTTER
(incredulous)
And that cheered you up?

PAUL
Uh-huh.

15 TIME PASSAGE 15

It is now very close to the end of the workshop session. Larry moves forward on his seat to catch the attention of Potter, who seems comfortably detached.

LARRY
Hey...?

Larry can't remember Potter's name. Jerry whispers to him.

JERRY
Phil.

LARRY
Hey, Phil.

As Potter looks at him:

LARRY
(continuing)
You sure you don't want to say anything?

DAN
(hurriedly)
Not that you have to.

POTTER
(considers; a beat, then)
What time is it?

(CONTINUED)

15 CONTINUED: 15

EVERETT
A little before nine.

Potter nods his thanks.

LARRY
Nothing else you'd care to say? Anything? *

POTTER
I've thought of calling my ex-wife. *

The men instantly chorus AD LIB warnings that this is precisely the wrong thing to do. *

POTTER
(continuing)
I'm not going to call her. *

BARRY
You've got to go cold turkey. It's like giving up smoking. *

POTTER
I'm not going to call her. I'm okay. Sometimes a little rougher than others. It will be better once I get hold of an apartment. I'm handling it.

There is a sudden KNOCKING on the door.

LARRY
(pissed, checks his watch)
It's early, isn't it? *

JERRY
They're perverse. *

LARRY
Why do they always have to knock early? *

JERRY
(checking his watch)
Seven of nine -- I swear to God -- seven of and they start to knock.

BARRY
Always early -- always trying to screw us out of a few minutes.

(CONTINUED)

15 CONTINUED: (2) 15

EVERETT
I have nine-o-two.

DAN
(to Potter)
Have you ever cried?

Potter shakes his head, smiling with embarrassment.

POTTER
Look, I know I'm supposed to cry. I know it's okay. I know all men do it, especially real men -- professional athletes, mercenaries. I have nothing against it. It's just not something I've set my sights on.

LARRY
You know it even helps sometimes when you see someone else get it off.
(to Potter)
It's too bad... 'cause Paul usually can't get through one of these evenings without crying. At least you could have seen what it looks like.

PAUL
(rising to his feet)
What kind of thing is that to say? I really resent it, Larry. I think that's one hell of a thing to say. *

LARRY
I apologize, Paul. *

PAUL
Just because I happen to be going through a hard time right now doesn't mean I'm going to 'dissolve into tears' every time we... * *
(starts to break)
For Christ's sake...

DAN
(overlapping)
You don't have to say 'Christ,' do you?

PAUL
(going on)
I'm not such a basket case that I...

He starts to sob.

(CONTINUED)

15 CONTINUED: 15

ANGLE ON POTTER

looking briefly at Paul -- for, in truth, he has never seen a man cry before -- then looking away. He has no machinery to deal with this, which Larry seems almost to sense. There is an incredible barrage of KNOCKING now. This is the signal for the end -- the men rise and put on their coats, as the SOUND of KNOCKING continues. Dan is giving some consolation to Paul.

LARRY
(to Potter)
It's okay. If you drove around for a minute and came back. he'd be fine. It's just like my kids.

BARRY AND JERRY

nod in agreement.

ANGLE ON POTTER

He is still seated. In a small, warm gesture, Everett touches his shoulder as he passes behind him. Now Potter rises to follow the others out of the room. The mood changes -- several of the men talk in individual conversations as they exit. "Yes, I did what you said -- got some nice stuff for the apartment." "The money thing was driving me crazy, but I think I'm past that." "Come on, you have to face the truth. The Patriots are turds."

16 INT. OUTER ROOM - NIGHT 16

as the men enter this small room outside their meeting place. Here sit the waiting divorced women. It is abruptly still, with no conversation. Some of the men and women avoid any sort of contact. One woman exchanges a look of naked hostility with one of the men -- they work at it, holding onto the beam of anger as the men exit.

17 thru 20 OMITTED 17 thru 20

21 EXT. POTTER'S APARTMENT - THE NEXT DAY 21

He unloads his luggage, Marva helping him. Potter kisses her on the cheek.

POTTER
I borrowed Tracy's sleeping bag. I'll get it back to you as soon as I'm squared away with a bed and things. Thanks for everything.

As he walks to his new building, he has one final instruction called to him.

MARVA
Call if you get sad.

Potter turns, smiles, then:

POTTER
Can I call if I'm happy?

MARVA
(nonplussed)
Well, yeah... sure.
(catching on)
Oh, Phil.

22 INT. POTTER'S APARTMENT - MORNING 22

as he awakens in the barren bedroom, his sleeping bag and open suitcases the only things in sight -- no curtains or shades, the light in the room is quite bright. He is a bit unsteady as he gets up and walks through the three-room apartment.

23 OMITTED 23

24 INT. HUGE STORE 24

The store, large, selling just about anything you'd need as long as what you need isn't style. Potter is working the food section, throwing in mostly canned goods -- lots of chile, lots of breakfast cereal, and staples. His cart is now loaded. He parks it where he can pick it up later, and takes an empty cart. Now Potter is getting dishes, glasses, pots, pans. (A small thing: Potter staring at various coffee makers, chooses against one with a picture of Joe DiMaggio and another with Danny Thomas, to select one with a picture of a coffeepot.) This cart is now loaded. He parks it behind the food cart and is about to head for the checkout stand, when his eye catches something.

24 CONTINUED: 24

ANGLE ON DISPLAY COUNTER

As Potter checks out some directors' chairs and places four of them into a third cart.

ANGLE ON FURNITURE SECTION

He selects an inexpensive stereo with two speakers and starts going through a stack of records. He picks out a clock radio. The man needs everything -- even pausing to scoop up four cellophane packages of under-shorts, which he wedges in among his appliances.

CLOSE ON CHECKOUT STAND GIRL

Her head is turned slightly in the direction of the next stand as she mutters to herself. She hits the keys -- final rap -- the local receipt paper spewing forth. And then the total -- $671.81. She casts a weary look at Potter, who makes a brief, unsuccessful attempt to lighten her load.

POTTER
You know how it is when people drop over at the last minute.

As he brings out his wallet and asks an extremely belated question:

POTTER
(continuing)
Do you take checks?

In reply, she leans into the PA microphone.

CHECKOUT GIRL
Mr. Simpson -- stand four.
Mr. Simpson -- stand four.

POTTER
It's an out-of-state check.

CHECKOUT GIRL
(again into microphone)
Mr. McGregor -- stand four.
Mr. McGregor -- stand four.

25 EXT. PARKING LOT - DAY 25

Potter wheeling a shopping cart. He sneaks little looks behind him.

POTTER'S POV

A parade of carts pushed by box boys -- six or seven of them -- this consumer's phalanx dominating attention as they head for the car.

26 INT. POTTER'S APARTMENT - NIGHT 26

It's okay -- really. He's made a giant leap forward -- places to sit, MUSIC PLAYING. Potter sits in one of his new director's chairs, his feet on a new table, sipping some beer from a brand new mug. He's made some progress and he feels good about it. But only momentarily -- for now there is that inevitable twinge -- this is it. He has his own place -- something has started -- been set in motion. He puts on a duffle coat and steps out into the chilly night.

27 EXT. STREET - NIGHT 27

as Potter walks to a pay phone, hesitates, then dials. He is asked for some quarters which he deposits. The following is INTERCUT -- Potter at the pay phone, Jessica in their old bedroom which has undergone a transformation -- frillier, bolder, more stylized. It is warm and inviting. Jessica is making strides but she is visibly upset as she answers the phone.

JESSICA
Hello.

POTTER
Hi. It's me.

JESSICA
It's just incredible that you called now, Phil.

She is crying. Potter is enormously concerned.

POTTER
What is it, Jessie?
(she sniffles)
What?

JESSICA
(smiling through tears)
I'm sorry.

(CONTINUED)

27 CONTINUED: 27

POTTER
Sorry??? Are you kidding?? There's nothing to be sorry about.
(a final scoff)
Sorry? Just talk to me here -- what's going on? What's wrong, baby?

JESSICA
(in a rush of blissful tears)
Nothing. I just got off the phone -- They're going to release a single of my song. They expect these great things. I just can't believe this has actually taken * place -- I'm actually living my * fantasy...

Potter is a crumbled man. His moment's hope is gone. The dreaded deed has been done -- his wife's a smash without him.

POTTER
(lamely)
Wonderful. Congratulations. *

JESSICA
It's just perfect that you're * the first to hear.

POTTER
Perfect. *

JESSICA
(calming a bit)
How are you doing? *

POTTER
(attempting to brag)
Great... Yeah, a great apartment -- * it has a view. Trees -- and -- branches -- and a window seat... *

JESSICA
Good. Sounds lovely.

POTTER
It has a great door -- and the molding is... the molding goes * round...
(MORE)

(CONTINUED)

27 CONTINUED: (2) 27

POTTER (CONT'D)
(suddenly)
What do you think about seeing each other? *

JESSICA
Oh, honey.
(pause) *
Did you get your notification from the court?

POTTER
Notification?

JESSICA
Oh. Well, it's final. We're divorced.

Potter takes this in -- then the SOUND OF COINS DROPPING.

(CONTINUED)

27 CONTINUED: (3) 27

OPERATOR'S VOICE
Your time is up -- signal when through please.

They laugh.

JESSICA
You know what you said to me that last night? I'll always treasure it... always.

POTTER
What thing?

JESSICA
(emotionally)
When you said you were happy that we'd been married.

POTTER
Jessie.

JESSICA
What?

POTTER
I changed my mind.

He hangs up.

28 EXT. DISCO - NIGHT 28

Various men and women in line outside the place, waiting to get in and dance and hit on each other.

ON POTTER

Standing alone. Then deciding with some nervousness to get in line.

(CONTINUED)

28 CONTINUED: 28

He falls in behind two girls in their mid-twenties.

FULL SHOT

The line -- as another ten or so people are let inside. Potter is now closer to the middle.

29 THE LINE - TWENTY MINUTES LATER 29

Potter is moving forward as more customers are allowed in. He is now third in line.

30 THE LINE - TEN MINUTES LATER 30

as they allow more in. Potter hesitates before entering.

31 HIS POV 31

The crowded disco -- lovely bodies -- excitement.

32 BACK TO POTTER 32

Blocking the waiting customers behind him as he hesitates a moment more, then, summoning a measure of courage, he starts inside, only to be stopped by a great-looking ATTENDANT who stamps Potter's hand. Potter, utterly surprised by the move, looks at him sharply, then at the back of his hand.

POTTER
(to Attendant)
What's this for?

ATTENDANT
So you can get back inside when you want to.

Potter puts his hand under the blue fluorescent light. The invisible ink stamp shows clearly on his wrist. It is the image of a dancing couple. He gazes at his wrist, then turns and walks away from the disco.

32A EXT. POTTER'S PAY PHONE - NIGHT 32A

POTTER
(casual)
Hi, Max. I just wondered if you two were doing anything tonight... Oh, is it that late? No, don't be silly. Go back to sleep. You have to get up in a couple of hours. Okay, fine... tomorrow night. See you then.

33 thru 35A OMITTED 33 thru 35A

36 EXT. STREET - NIGHT 36

as a bus comes to a stop and a WOMAN exits, followed by Potter. The Woman turns right and so does Potter. He is wearing an old duffle coat right out of Army surplus.

37 OTHER STREET 37

Deserted -- maybe even a touch scary.

CLOSE ON WOMAN

Attractive, mid-thirties, nothing to call attention to herself save the fact that she's beginning to feel a little afraid. Potter, taking long strides, naturally comes closer to the Woman. She begins to walk a little faster so that she just holds her pace ahead of Potter, who now begins to notice that she has misinterpreted. The Woman suddenly wheels on him.

WOMAN
Get the fuck away from me. I've got a knife -- I'll cut your balls off, so help me.

So savage are her words, so wildly furious her manner, that Potter takes an instinctive step back. The instant he retreats she turns and runs off.

38 EXT. MAX AND MARVA'S HOUSE - NIGHT 38

as Potter knocks on the door, still a bit unsteady from his encounter. Max opens the door. He is somewhat grave.

38 CONTINUED: 38

MAX
Hi, Phil. Come on in.

POTTER
What's wrong?

MAX
Marva invited a friend tonight and she was attacked just a block from here.

WOMAN (O.S.)
Not attacked, I just said...

She stops cold.

39 ANOTHER ANGLE 39

Now potter looks past his brother and sees the Woman he just encountered in the street. Her name is Marilyn and at this moment she has stuck her fist in her own mouth in exaggerated penance.

MARILYN (WOMAN)
Oh, no... I'm so embarrassed.

The following speeches overlap:

MARILYN
(continuing)
I'm not that kind of person. Really. This is so embarrassing.

POTTER
Yeah, well, I can understand. But you were really convincing.

MARILYN
I have an excuse. It's this self-defense course I took where they say you should go all out to scare anyone bothering you.

POTTER
You must have gotten a great mark.

MAX
Marva. Phil was the man.

MARVA
No. Isn't that marvelous?

MAX
Wouldn't you have loved to be there?

(They both laugh)

MARVA
The funniest -- really -- isn't it the funniest. It is. It's the funniest thing.

(CONTINUED)

39 CONTINUED: 39

MARVA
(continuing)
Phil, exactly what did she say to you?

MARILYN
Do we have to have details? It wasn't that bad. I'm overreacting.

POTTER
(very purposefully, enunciating)
Nothing, just, 'Get the fuck away from me or I'll take my knife and cut your balls off with my knife.'

Max and Marva stop laughing and look at her.

MARILYN
Thanks a lot.

Potter laughs, the first time we have seen him do that. As they move toward the living room:

40 INT. DINING ROOM - NIGHT 40

as they eat.

MAX
Look, there's something I wanted to say, even though it's a little awkward.

ANGLE ON POTTER

Wanting no part of it, no matter what.

MAX
Marva and I had a disagreement over whether to have you two here on the same night.

Marilyn and Potter shift uncomfortably.

MAX
(continuing)
But she made the point that it's silly not to be able to have a man and a woman to dinner together without everyone thinking it's all been arranged just for them to meet.

(CONTINUED)

40 CONTINUED: 40

MARVA
(a grin)
In other words -- this is not a fix-up.

41 INT. HALLWAY - NIGHT - A FEW HOURS LATER 41

as Marilyn and Potter prepare to leave. Marilyn receives a too-energetic hug from Max.

MARVA
(breezily)
It was so nice seeing you two. It was a wonderful evening. Just wonderful.
(then, sotto to Potter, as she hugs him)
Don't hurt her, Phil.

POTTER
What are you talking about?

MARVA
She's a terrific woman... an extraordinarily gifted nursery school teacher... She's gone back to school for her Master's, to do research in Child Development. She's getting it together, and I for one, don't want her hurt.

POTTER
Stop it, will you? I'm not even sure I'm going to ask her out.

MARVA
(turning on him)
Why, because she doesn't have large breasts?

Before he can reply Marva has turned to embrace, then hold Marilyn in consolation. Since Marilyn hasn't been informed there's any reason for her to be consoled, she is confused at finding herself in this head lock.

42 OMITTED 42

43 EXT. BUS STOP - FIFTEEN BLOCKS LATER 43

Marilyn and Potter huddled in the cold, waiting for a bus.

MARILYN
Did you know I was going to be there tonight?

POTTER
No, I didn't. Why? Did you?

MARILYN
(several beats, then)
No, I didn't either.
(then ruefully)
I am the worst liar... the worst.

He grins at her.

MARILYN
(continuing; head bowed against the wind)
How long have you been divorced?

POTTER
About a month.

Marilyn looks at him. She had thought it was a few years or so. They are now standing on the other side of the street, awaiting a bus going in the opposite direction. Potter looks at her several times and then, with great misgivings, decides that for the first time in eight and a half years he will ask a new woman out on a date.

POTTER
(continuing)
You want to go out tomorrow night?

Marilyn looks at him, then shakes her head.

MARILYN
I'm sorry.

Potter nods, indicating that's fine. This has thrown him and he tries not to show it.

MARILYN
(continuing)
Don't take it personally -- please.
(MORE)

(CONTINUED)

43 CONTINUED: 43

MARILYN (CONT'D)
It's just that you just got divorced so recently... Marva knows how I feel about that. I guess that's why she didn't... Anyway, it's a very intense time for you and...

POTTER
(selling a little)
It's not that intense.

MARILYN
Well -- come on -- a little intense.

POTTER
(pissed)
Okay. Let's forget it.

MARILYN
Please don't take it the wrong way. In the old days I would have already been calling my girlfriends to tell them about you.

She gives him a little pat.

MARILYN
(continuing)
So don't feel bad. You're a very attractive man.

They stand there in the bone-chilling night for a beat, Potter feeling vaguely patronized -- then:

POTTER
Do you mind if I don't take you home?

MARILYN
Sure. I understand.

POTTER
Nice meeting you.

MARILYN
Same here. Look, I'd really like it if you called me later on.

(CONTINUED)

43 CONTINUED: (2) 43

POTTER
How much later?

MARILYN
I don't know. Three, four months. Okay?

He nods, starts to walk off, stops. In the distance we can SEE a bus approaching.

POTTER
Do you know anyone I could take out now?

She looks at him with astonishment.

POTTER
(continuing)
Well, I don't have to sit home, do I?

MARILYN
(amused at herself)
You're right. God, you can let yourself be nuts so easily.
(digging in her purse)
I do know someone.

She begins writing out a name and phone number.

MARILYN
(continuing)
She's very nice.
(looks at him)
And yes, Phil, she is attractive.

He takes the number from her as the bus pulls to a stop. Marilyn gets on. Potter, freezing, moves off on foot. We SEE Marilyn's face in the window as the bus passes him.

44 EXT. STREET - NIGHT 44

as Potter drives his new Toyota, the sticker still on the window. He is moving at five miles an hour checking addresses against the slip of paper he holds in his hand. Now he finds it and parks.

45 INT. HOUSE - NIGHT 45

as he climbs the stairs to the second floor, smiles to himself for being this nervous, and knocks. The door opens to the moment of truth and MARIE in her early thirties and really attractive. They look at each other.

MARIE
Come on in -- the sitter isn't here yet.

46 INT. APARTMENT 46

As they sit -- a cheese board and some Triskets have obviously been awaiting this moment. Marie is a bit formal as they sit across from each other. A BOY, ten, and a GIRL, six, peek out at them from a doorway. Potter spots them first -- then Marie beckons to them.

MARIE
Come here, loves... This is Mr. Potter.

POTTER
Phil.

MARIE
I encourage them to use last names for big people. Come on, kids, say hello to Mr. Potter.

ANGLE ON DOORWAY

The Boy walks away silently, utterly rejecting Potter.

GIRL
He doesn't want to talk. I don't mind.
(she talks)
Hello.

She leaves.

MARIE
Some wine?

POTTER
Thanks.

She crosses to the kitchen and opens the door.

(CONTINUED)

46 CONTINUED: 46 *

Marie opens it to admit the seventeen-year-old BABYSITTER.

MARIE
You're late.

SITTER
(easily)
Yeah -- a little.

She walks past her puzzled employer.

MARIE
We shouldn't be too late.

SITTER
I have to leave by 11:30.

MARIE
You mean around 11:30.

SITTER
No. 11:30 at the latest.

MARIE
Well, we should be back by then.

SITTER
You have to be, 'cause I have to leave no later than 11:30.

MARIE
(an edge)
I said all right.

She smiles at Potter, a look which makes the best of the problems of a dating mother.

47 INT. RESTAURANT - NIGHT 47

as Potter and Marie dine.

MARIE
Marilyn said you recently got divorced.

POTTER
That's right.

MARIE
You know what else Marilyn said about you?

POTTER
What?

MARIE
I shouldn't tell you.

POTTER
Okay.

MARIE
She said to treat you good, because you're the biggest one she ever threw back.

48 OMITTED 48

48A INT. MARIE'S BUILDING - NIGHT 48A

As Potter and Marie enter there is a definite tension as they ring for the elevator and wait, Marie somewhat more sure of herself. The elevator arrives.

48B INT. ELEVATOR - NIGHT 48B

As the doors start to close Potter takes Marie's hand. She reacts in an unusual manner. She winks at him.

49 INT. MARIE'S HOUSE 49

A tangle of clothes near the sofa -- Potter and Marie are just about to do it. Suddenly Marie pulls at Potter's hair, jerking his head back. It's painful.

MARIE
Do you realize how vulnerable I am?

(CONTINUED)

49 CONTINUED: 49

Potter mulls the question. Before he can answer she embraces him.

MARIE
(continuing)
I know you do. I know you do.

They are into it now, but only briefly before they are stopped by a CREAKING from the hallway.

CLOSE ON MARIE

as she freezes -- her eyes open wide.

BOY'S VOICE
Mom -- what are you doing?

MARIE
(panicky)
Talking with Mr. Potter.

BOY'S VOICE
(incredulous)
You're talking while you screw?

MARIE
You get back to bed right now -- right now! You hear me?

We HEAR HIM RETREAT FROM THE SCENE. Potter is totally anguished as he sits up. Marie, who just a second ago was screaming, is instantly calm and vulnerable once more.

POTTER
Oh, Jesus. Listen. I'm sorry. I can't tell you how sorry.

MARIE
It's all right.

POTTER
No. God, I feel horrible. Like vermin -- I swear -- that poor kid. I mean, his mother and...

MARIE
It's all right -- it happens all the time.

On his look.

(CONTINUED)

49 CONTINUED: (2) 49

MARIE
(continuing)
I don't mean to just me. I mean to other dating mothers. I just read a magazine article on it. It's just not that terrible.

POTTER
(pulling on his clothes)
You're right. I'm sorry, it's just that... No, forget it. Do you think if I sent him something? No, that would make it worse. But -- what the hell -- it is the real world, isn't it? No, not when it's your mother. God this is terrible.

They walk toward the door. Potter is so distraught that Marie is tranquil by comparison. Absently, he kisses her on the head.

MARIE
(politely)
Thanks for a lovely evening. I really enjoyed myself.

POTTER
(automatically)
Same here.

He exits.

50 EXT. STREET - NIGHT 50

as Potter walks to a phone booth. He is pissed off. He dials.

POTTER
This is Phil Potter. How about having dinner some night?

MARILYN
(emphatically)
No, I'm sorry, but...

POTTER
Will you stop with...

(CONTINUED)

50 CONTINUED: 50

MARILYN
(overriding him)
You want to know the reason? I went with a guy for six months who'd just been divorced and I'd rather not do that again. I don't want to be a nurse and...

POTTER
(angrily)
You want to spend some time together -- no romance?

MARILYN
You think I don't want to? But...

POTTER
(interrupting)
Look, I said no romance. I just want to have dinner with somebody. I'm not going to touch you. I might not even talk to you.

MARILYN
(thinks, then)
It sounds perfect.

50A EXT. MARILYN'S APARTMENT - NIGHT 50A

As Potter walks along, somewhat nervously. He checks a piece of paper with Marilyn's address written on it and then enters the building.

50B INT. MARILYN'S APARTMENT - NIGHT 50B

In a small way, Potter is disturbed by the building. It is unusual -- a converted factory with a cavernous lobby. Something about the place seems to be screaming "unusual people live here."

51 INT. MARILYN'S APARTMENT - NIGHT 51

Not that unusual here. The apartment, though just one large room, is almost -- to use the awful word -- "respectable." This place has been worked on: a few hard-earned good pieces, some gerri-built bookcases, an enormous cozy corner where a small bed is tucked beneath windows surrounded by reading light, night stand and TV.

(CONTINUED)

51 CONTINUED: 51

Children's art decorates the walls. There's also a small framed New Yorker poster we may or may not notice -- the same one Jessica and Potter had blown up for their apartment. Marilyn is curiously on edge. The apartment is clean, overly neat. As the DOORBELL RINGS she realizes this and purposefully takes a newspaper from the magazine rack, unfolds it and spreads it on the sofa. She crosses to the door and opens it to Potter.

MARILYN
Hello. Good to see you again.

POTTER
Hello.

She steps aside. He enters.

MARILYN
I thought we'd have some wine here before we went out...

As she sets out a gallon bottle of Almaden white wine.

MARILYN
(continuing)
I'm so nervous for some... Are you nervous?

POTTER
No. Not really.

RECEIVED
DEC 28 1978
STORY DEPARTMENT

She reacts with some disappointment.

POTTER
(continuing; noting this)
Well maybe a little.

MARILYN
You don't have to be nervous just for me.

52 INT. RESTAURANT - NIGHT 52

A piece of pie in front of Marilyn -- both drinking coffee. Potter has a good deal more energy than we have seen.

(CONTINUED)

52 CONTINUED: 52

POTTER
... Not that the articles I'm doing are that great, but I'm lucky to be getting as much free-lance work as I am.

MARILYN
Where can I read something you've done?

POTTER
You have to take a flight.
(on her look)
I've been doing most of my work for airline magazines -- the ones they tuck behind the little white bags.

MARILYN
Is that what you're going to keep on doing -- write articles?

POTTER
I don't know... maybe. I'm also thinking of teaching a journalism course at the junior college.

MARILYN
Really?

POTTER
Yeah. It doesn't pay much, but I don't care. Ever since I was a kid I've had a real need to -- flunk people.

MARILYN
You should come over and see the kids I've got this year... I mean the motliest group. I have three little girls whose mothers are doctors and they drive me crazy because they're still thinking girls become mommies and boys anything. There's some research that...

POTTER
You research them that young?

MARILYN
That young? Harvard had this giant study of the first year of life that showed how bad playpens were for development.

(CONTINUED)

52 CONTINUED: (2) 52

POTTER
Isn't it common sense that it might be better not to put someone behind wooden bars?

MARILYN
You'd think so, wouldn't you? You want some more pie before I finish?

POTTER
You mean I had some?
(she nods)
How'd that happen?

MARILYN
(lightly)
I guess you were so interested in me you didn't realize what you were doing. I shouldn't be telling you this -- but as long as you asked -- the pie means you're liking me a lot. That's what the pie means.

POTTER
(looking at her directly and briefly)
I knew that without the pie.

He has gotten that one in under Marilyn's guard. This is not an ordinary evening for her. She is flushed, feeling ridiculous at being flushed -- totally flustered. She takes a deep breath.

MARILYN
Whew, I can give it out but I can't take it.

She tries to regain her composure.

MARILYN
(continuing)
Anyways, if you like you can come down to my school sometime. It's sort of unusual.
(then, catching herself)
Enough on my kids. You don't have kids, do you?

(CONTINUED)

52 CONTINUED: (3) 52

Potter shakes his head. Marilyn waits half a beat, expecting him to expound. He doesn't.

MARILYN
(continuing)
I get nervous sometimes about whether I'll ever have children. If you have your first baby after thirty-five, all your tubes fall out or something. I think I've sort of adjusted to not having them. Once in a while I get down about it but... What about you and your wife? Did neither of you want kids -- was that it?

POTTER
(stiffening)
Not exactly.

MARILYN
I guess not having children made it easier when you two broke up.

POTTER
(flaring)
I don't know. We only broke up one way... without kids.

MARILYN
Hey, take it easy.

(CONTINUED)

52 CONTINUED: (5) 52

POTTER
(easing off)
I'm sorry. I guess I thought you wanted me to go into the whole story on why we split up.

MARILYN
What's so terrible about that? I mean, it's called getting to know someone -- isn't it?

POTTER
So now you know me a little better. Now you know I'm not someone who tells his life story just to fill time over dessert.

53 EXT. STREET - NIGHT 53

Quite cold -- as a couple turns a corner, wrapped in each other's arms. A beat, then our couple comes IN VIEW, walking many feet apart as they move toward Marilyn's apartment, at one point flanking the embracing twosome.

53A EXT. MARILYN'S APARTMENT - NIGHT 53A

As they come to a stop, Marilyn digging for her keys. They have no idea what to say to each other. Marilyn mutters as she peers into her purse.

MARILYN
I should never have gone out with you. I should hever have gone out with you. I should never have gone out with you.

Now she finds her keys and looks at Potter.

MARILYN
(continuing)
Would you like to come up?

*

54 INT. MARILYN'S APARTMENT - NIGHT 54

as the door opens and they enter.

MARILYN
Will you stop staring at me?

POTTER
You know, you're much too hard on yourself. I like you.

MARILYN
Huh?

POTTER
I mean everything's okay. You're doing fine.

She looks at him not sure whether to feel patronized or approval. Potter moves to kiss her. Throughout the duration of their kiss, their eyes are open -- staring at each other -- wondering just what is going on. After their kiss Potter moves off and then says:

POTTER
(continuing)
You know, if we're going to kiss, I think it's a good idea for one of us to close our eyes.

MARILYN
You first.

POTTER
(reluctantly)
Okay.

They kiss. She stares at Potter. A man of his word -- his eyes are closed. She closes hers. They hold each other -- not so much in passion as in genuine affection. Their foreheads leaning against each other -- Marilyn's face is right next to his -- she begins to see him as a large, friendly, furry animal. Strangely, he enjoys her exploration.

MARILYN
You've got bushy eyebrows.

POTTER
Gorilla-brows.

MARILYN
And look at these.

(CONTINUED)

54 CONTINUED: 54

Her fingers trace the crevices in his brow.

POTTER
I know, you can plant corn in them.

MARILYN
No. I like them. You've earned them.

She kisses the lines in his forehead.

POTTER
My mother has this name for them.

MARILYN
(kissing them)
What does she call them?

POTTER
Lines.

MARILYN
She's very imaginative.

POTTER
You can see why I'm a writer.

They are almost mumbling these lines -- laughing a bit -- drawing close -- overlapping some.

MARILYN
All the things people told me about you -- nobody mentioned you were...

POTTER
I swear I had a hunch I knew you'd turn out to be this...

(CONTINUED)

54 CONTINUED: (3) 54

TOGETHER
Nice.

MARILYN
(reacting to the fact of that simultaneous thought)
Oh my God.

They kiss seriously. Marilyn embracing him with a good deal more freedom, and then a moment when, with little girl shyness, she whispers the words of a veteran.

MARILYN
(continuing)
Don't be afraid to tell me what you want.

They hold each other for a beat.

POTTER
I think I want to say goodnight.

As she pulls back, Potter quickly adds as much explanation as he can muster.

POTTER
(continuing)
... for now. Come on -- don't make this a thing. What do you have to do that for? Can you not do that? It's not so hard to understand why this is tough for me, is it?

Her hand comes down from his neck. Suddenly, in exasperation, she hits his shoulders with her two palms, turns and crosses to the light switch. She turns them on, then faces Potter.

MARILYN
Sure, I know -- it's too soon, or too much. Or you don't like me enough or you like me too much. Or you're afraid or guilty, or you can't get it up or out or in or what?

Potter looks at her, then -- a small smile.

(CONTINUED)

54 CONTINUED: (4) 54

POTTER
I think you've covered it.

There is no smile in return -- none. He walks to the door and opens it.

POTTER
(continuing; almost to himself)
I never did like dating.
(then angrily)
Are you free Friday night?

She looks at him -- Why, having just been written off, is he still standing there?

POTTER
(continuing)
Saturday? We could take a drive ... maybe have a picnic in the snow and not notice it's cold?

She is no longer glaring.

POTTER
(continuing)
Saturday night? Maybe I'll try cooking dinner and make you laugh when I screw up.

She is trying not to laugh.

POTTER
(continuing)
You free Sunday? We can meet on some street and run towards each other slow... Monday could be the snowball fight. How about...

MARILYN
(interrupting)
When you get to Wednesday, I'm busy.

POTTER
(a smile)
Great. I'll see you tomorrow then. Goodnight, Marilyn.

MARILYN
Why am I so sure I'm in big trouble?

(CONTINUED)

54 CONTINUED: (5) 54

POTTER
I know what you mean.

MARILYN
I know you know. *

They kiss briefly. He exits. *

55 OMITTED 55
& &
56 56

57 INT. WORKSHOP - NIGHT 57

PAUL
Listen, I might as well say it,
get it over with.
(MORE)

(CONTINUED)

57 CONTINUED: 57

PAUL (CONT'D)
I started seeing my ex-wife again. I don't know what to say about it, maybe the rest of you should...
(a small laugh)
... tie me to a mast 'til I get over it.

EVERETT
(sotto to Potter)
It's this crazy thing he has. He keeps marrying the same woman.

PAUL
I mean, I know we can't be together -- it doesn't work. But she called, and even though I know how balled up everything always gets, I really can't stay away.
(begins to cry)
I love her. Whew. Boy, one of these sessions I might actually make it through. I'm sorry.

BARRY
(to Paul)
I think you get off on being miserable. And if you're not miserable, it feels like something is wrong.

JERRY
(leans over, whispers)
Excuse me -- but you told me to mention whenever you began to disgust me. *

Larry nods his approval. Potter pats Paul on the back, perhaps feeling somewhat empathetic.

EVERETT
Potter, you were going to say something.

All eyes are on him. He laughs nervously at all the attention.

As he faces Everett.

POTTER
Have you been divorced recently, Everett?

(CONTINUED)

57 CONTINUED: (2) 57

EVERETT
Oh, yes. We parted on our forty-third anniversary. She said there were no surprises left. What a thing to say after a lifetime together. Etta and I became great-grandparents just last year.

POTTER
The bitch.

EVERETT
No, no. I'd really be interested in what you were going to say about yourself.

POTTER
It's not a big thing. It's just ... okay, a couple of weeks ago...

There is a LOUD KNOCKING on the DOOR.

POTTER
(continuing)
It'll keep.

BARRY
It's not nine o'clock yet. I swear to God. I have an Acutron here -- it's not nine o'clock.
(to Potter)
Go ahead.

PAUL
(wet-eyed)
Don't let them stop you.

As the KNOCKING CONTINUES:

POTTER
Just that I met someone I like, and for some reason...

The KNOCKING is beginning to get to Potter, who now raises his voice to finish.

POTTER
(continuing)
For some reason or other, I've been avoiding going to bed with her.

(CONTINUED)

57 CONTINUED: (3) 57

As the KNOCKING CONTINUES, Barry rises and paces during the following:

BARRY
See that's why it's good to talk. You find out you're not as weird as you thought. I felt the same way once. You get divorced, banged up bad... you're afraid to open up, to care.

(MORE)

(CONTINUED)

57 CONTINUED: (3) 57

BARRY (CONT'D)
You end up questioning your ability to love someone or to be...

The KNOCKING persists. Barry yanks open the door and barks at the KNOCKER.

BARRY
(continuing)
Fuck off!

WOMAN (O.S.)
Eat shit!

He slams the door shut. The men grin at the exchange.

LARRY
(as if nothing has happened)
I just think what you're going through is so natural and probably has nothing to do with the girl.

PAUL
(emotionally)
Maybe it does. Maybe she's special. It's possible, you know.

POTTER
(starts to rise)
As long as our time's up...

Everett puts a restraining hand on him.

EVERETT
Don't worry about feeling cautious. I'm going to be seventy-two soon and I'm still amazed that the women I meet seem so sure -- so certain about getting involved. They still haven't had enough of these things. You have no idea how many women want you when you're getting old -- how many liver-spotted female hands reach out to squeeze the last drops from your body as they go about the business of living longer than we do.

POTTER
With all due respect, Everett, I'm not sure that's a healthy attitude.

(CONTINUED)

57 CONTINUED: (4) 57

The KNOCKING RESUMES, they stand ready to exit, engaged in private conversation, i.e. "You have your kids this weekend?" "Are you kidding, anyplace but there. Dinner for two can run you forty bucks."

58 INT. OUTER ROOM - NIGHT 58

Once more one of our men makes the same tough contact with the divorced woman he tried to stare down in the previous workshop scene, this time escalating the combat, as he pauses at the door to say mockingly: "Hello. Good to see you again."

She is taken aback.

59 EXT. MARILYN'S HOUSE - EVENING 59

As Potter parks his car and looks at the building, not sure whether he should actually visit her unannounced. He decides to get out of the car, the wind gusting at him. It's quite cold. He is buffeted some as he crosses the street and enters her building.

60 INT. MARILYN'S APARTMENT 60

Her STEREO is PLAYING. A tennis match is on TV, the sound turned down. Marilyn is lying on her bed reading. Her dining table is set with candles and cloth napkins. A glass salad bowl containing a great looking mushroom salad stands in the middle along with a serving dish or two and some fresh poinsettias. Her pleasant, if noisy seclusion, is interrupted by a KNOCK on the door. As she crosses to answer it, she passes a mirror briefly, lip-synching a few words to the record. She's in a good mood as she opens the door to Potter.

POTTER
Hi. I was going to call from downstairs, but there were two people waiting for the...

He looks past her at the warm scene inside -- the carefully prepared table. His manner grows increasingly uncertain.

POTTER
(continuing)
Oh. I'm sorry.

60 CONTINUED: 60

Marilyn follows his gaze -- enjoying the moment.

MARILYN
Why?

POTTER
I didn't know you were going to be with... anyone.

Marilyn is not helping. She's looking stoic, trying to suppress a smile.

POTTER
(continuing)
Let me get out of your way here then. I'll call you tomorrow or something. Didn't mean to interrupt...
(still nothing from Marilyn)
Okay? So I'll be going now. Sorry I... I was going to call... Okay then...

MARILYN
Get in here.

She reaches out and pulls him inside.

MARILYN
(continuing)
Nobody's here. I cook something really good for myself at least once a week. Why not fuss for myself... What do you think?

POTTER
I don't know. It looks like something you'd read in a book on how to be single.

MARILYN
I think that's where I got it. But it's terrific isn't it? Doesn't it seem together as hell?

He looks at her -- something prodding at him.

POTTER
I got a job.

MARILYN
Really?

60 CONTINUED: (2) 60

POTTER
Yeah. I'm going to try teaching. This junior college took me on. And they say...
(he stops suddenly, then)
Can we talk about you and me for a minute?

MARILYN
My God, yes.

POTTER
I don't know how to put this because it's not the sort of thing that you ask straight out.

MARILYN
I wish you would.

He hesitates. She nods encouragement at him.

POTTER
Well, all I know is, there are two things I can't get out of my mind tonight. I'm nervous about teaching that first class.

MARILYN
(nervously)
Why is it I'm so sure number two's the killer?... Go ahead.

Potter grins nervously, then not. He looks right at her and says flatly, quietly and powerfully.

POTTER
Listen... I want to have sex with you.

MARILYN
Gulp...
(her eyes now avoid him)
Listen, I don't like the way you put it. It makes me feel very strange.

POTTER
(softening some)
I did sound a little like Tarzan, didn't I? But what I didn't want to do was get into that whole romantic thing that...

(CONTINUED)

60 CONTINUED: (3) 60

MARILYN
Who's asking for that? But couldn't you just personalize it a little? 'I want to have sex with you, Marilyn.'

He takes her by the hand. Try as you will, sometimes it's hard to avoid a beautiful moment.

MARILYN
(continuing)
I want to have sex with you, Potter.

61 INT. MARILYN'S BED AREA - NIGHT 61

They walk towards the bed with its iron frame. Marilyn stops and leaves his side for a second to turn off the lights. Now when she joins him it is so dark they bump into a chair. She leans over and turns on the bedside amber light which provides a small amount of illumination. They busy themselves with undressing, then lie down.

They embrace but remain emotionally detached as each puts some energy into convincing the other that their juices flow hot and free. Even here, about to make love, they are trying to make a good impression and the impression which seems most apt is that this time in bed will be memorably erotic. It's hard work for a moment or so as they sigh and grunt, simulating some passion to start things off. Potter squeezes her and kisses her on the face. Her breathing becomes quick. She is acting aroused and Potter catches her at it.

POTTER
Take it easy. I'm not that good.

She laughs, shaking her head at him as if he were an errant boy. Something has opened. They are now tender. Passion returns. Potter planting his feet against the iron rail at the foot of the bed, something like an aerialist checking his wire.

62 INT. MARILYN'S BEDROOM - SEVERAL HOURS LATER 62

Marilyn is in bed solidly asleep. Potter is at the foot of the bed pondering a problem. He has bent the lower end of the metal frame out of shape. It seems he should fix it.

(CONTINUED)

62 CONTINUED: 62

He grabs and manages to bend it back into a close approximation of its original shape but the noise is disturbing Marilyn's sleep. He turns and walks quietly to the door.

63 EXT. MARILYN'S BUILDING - DAWN 63

as Potter walks to his car. He's feeling a good deal lighter -- another hurdle cleared -- a tangible episode of his new freedom. Hell, he did fine. He has a hard time unlocking his car -- the lock is a little frozen. He works the key to get it open.

63A INT. POTTER'S CAR - DAWN 63A

He turns on the engine and starts up the defroster.

POTTER'S POV

as the windshield starts to clear. THROUGH THE WINDSHIELD a figure comes toward him. As it becomes clearer still, we SEE the figure to be Marilyn, wearing a bathrobe and slippers. She pounds on his side window. He opens the door and gets out. She is trembling with rage.

MARILYN
I won't let anyone do that to me. I just won't.

POTTER
Get in the car.

MARILYN
I'm not getting in your car. Do you think I'm a one-nighter?

POTTER
No. Get in here. You're going to freeze.

MARILYN
I'm no one-nighter. I'm a teacher. I'm going for my Master's, you know.
(totally losing control)
I'm no one-nighter!
(MORE)

(CONTINUED)

63A CONTINUED: 63A

MARILYN (CONT'D)
(frightened by her own volume -- she immediately lowers her voice)
And even if I have been that a few times, I won't be that for you.

She starts walking angrily back, striding down the middle of the deserted street at first daylight. Now she turns back towards him, quite upset.

MARILYN
(continuing)
You hurt me... you know that?

She turns and resumes walking.

POTTER
(yelling after her)
I left you a note.

MARILYN
(her back still to him)
You did not.

Potter starts to get in the car. Then, pissed, muttering to himself, he locks it instead and trots off down the street and catches up with Marilyn.

POTTER
I left it right on your desk under that restaurant ashtray.

MARILYN
(starting to believe him)
What did it say?

POTTER
That I had to leave. That there was too much on my mind. That I'd call you tonight and I'd hoped you'd understand.

MARILYN
(airily)
Of course I understand.
(a smile, then curious)
How'd you sign it?

(CONTINUED)

63A CONTINUED: (2) 63A

POTTER
'Best wishes for your continued success, Phillip Potter.'

MARILYN
No, really -- how'd you sign it?

POTTER
That's the way I signed it. It's a joke.

MARILYN
Oh.
(she laughs)
It's a great joke.

He walks to her, kisses her.

POTTER
I've got to go.

MARILYN
(ultra-casual)
Sure.

He kisses her again, lightly, with growing familiarity.

He opens the door -- looks at her.

POTTER
If you can avoid it, I'd rather you didn't act crazy anymore.

The remark strikes an instant chord in Marilyn. She is absolutely wooed by its simplicity -- so much so that she loses awareness of Potter as she ruminates over the hidden implications of that sentence.

MARILYN
Oh my -- I think I could love this man.

Potter goes wide-eyed. Marilyn realizes what's just happened. She is shocked, horribly embarrassed.

MARILYN
(continuing)
I swear to God, I didn't know I was saying that out loud. It just ... I didn't... hey, listen... no kidding... Just forget about it, okay? It doesn't mean anything. Please.
(to herself)
Do you believe me?

(CONTINUED)

63A CONTINUED: (3) 63A

He stands there, scowling at her.

MARILYN
(continuing)
I'm going in.

She turns and walks briskly away.

64 OMITTED 64

65 EXT. GILCHREN JUNIOR COLLEGE - DAY 65

A disparate group of students and faculty marching into the unpretentious building on this first day of the school year. The only elements of society missing are some top layers -- the moneyed and the very bright.

66 ANGLE ON COFFEE SHOP WINDOW 66

Where Max and Potter sit, Potter apprehensively eyeing the activity around the school.

MAX
There's always some anxiety the first day on a new job. You'll do fine.

POTTER
(skeptically)
Right.

MAX
The reason I'm sure you'll do fine is because the school is not a good school. Most of the teachers are academic rejects, and the people who will judge your work don't care. How can you miss?

Potter smiles, somewhat relieved.

67 EXT. GILCHREN COLLEGE - DAY 67

Potter is wearing his sports jacket and carrying his materials in a large manila envelope, rather than any sort of briefcase.

68 VARIOUS SHOTS 68

moving him toward his class.

69 INT. HALLWAY - DAY 69

Potter unlocking the door for the first time.

70 INT. CLASSROOM - DAY 70

Potter arranging papers on the desk. He is quite nervous. Students begin to file in -- some slattern-jawed, some rather bright looking, a few women in their thirties and forties starting over again. His nervousness increases. He exits the room.

71 INT. HALLWAY - DAY 71

Potter drinking an endless amount of water to calm himself, stopping, then taking some more. He looks at his watch -- three minutes past the hour. He is late. He walks back to his classroom and looks in the door.

POTTER'S POV

Very much like Marilyn's table setting. Neat rows of rather young human beings waiting to be educated. The seat at the head of the class empty -- awaiting that wiser, incredibly humane person who will educate and inspire the others. Potter, as Marilyn, would love to be able to pull it off. He enters.

72 INT. CLASSROOM - NIGHT 72

He smiles nervously at several of the students. Some flicker a smile back at him -- others just stare. He moves behind the desk.

POTTER
Hello. I'm Phil Potter. And let me be up front with you -- is that a college expression?

A small laugh from the students. They are warming.

POTTER
(continuing)
I've never taught before or even taken a course in magazine work. As a matter of fact, I never finished college. Now that I've thrilled you with my qualifications...
(he smiles briefly, then)
No, they said I should tell you what I've done.
(MORE)

(CONTINUED)

72 CONTINUED: 72

POTTER (CONT'D)
I have worked on the staff at three magazines and I'm free-lancing now ... As your Dean explained it to me...
(broadly)
... I come from 'the real world of push and shove.'

The class laughs -- he's cooking -- he feels a small surge of confidence.

POTTER
(continuing)
I don't mean to make fun of the Dean. Because I think it's important that we devote this semester to the practical realities of magazine work. One of the realities is that it's impossible to get a job. So that means working your tails off. I thought for starters we'd stop reading magazines and start studying them. I'd like us to make the national magazines our textbook.

His nervousness has disappeared -- there is now dignity, genuine enthusiasm, as he reaches out to inspire his charges and help shape their talents.

POTTER
(continuing)
Let's single out articles we think are especially good -- then we'll try writing our own. I'd like this to be more of a workshop than a class. Let's tell each other when we've screwed up -- celebrate when we've gotten it right. This isn't a required course. You're all here because you think you might actually want to try magazine writing as a career and I'm going to try to help you. So, by the next time we meet, I want you to bring in a news story you think is particularly well written and we'll discuss it. I'm looking forward to getting to know you individually. See you on Wednesday.

He smiles. He's gotten through it. He's a teacher now.

(CONTINUED)

72 CONTINUED: (2) 72

He gathers up his things -- the students are still sitting there -- perhaps spellbound. He smiles at them and starts out. A MALE STUDENT'S VOICE stops him.

MALE STUDENT
Mr. Potter, the class isn't over until ten.

Potter moves back towards the desk.

POTTER
That's good because that gives me a chance to answer your questions for another...
(he glances at a clock on the wall)
... fifty-six minutes.

Not a hand goes up. Potter momentarily decides to wait them out. It is not a good choice.

FEMALE STUDENT
(whispering to another)
I feel sorry for him.

More silence -- the degree of tension increasing to the point where Potter is seized by the ridiculousness of the situation and begins to chuckle. No one joins him, but when he stops there is some scattered nervous laughter. He is now desperate enough to try embracing honesty. He confesses the obvious.

POTTER
I should have prepared more material for today. From now on I'll be able to gauge our time a little better... or learn to talk very slowly.

He forces a smile, as do some of his students. The Student who felt sorry for him nodding some hapless encouragement. He looks at the clock. It reads seven minutes past nine. Potter has lived with deadline pressure -- adrenalin tends to do some magical tricks for him, and now we see him coming off the ropes -- kicking into another gear so that he is once more in control of the situation.

POTTER
(continuing)
Look, you've all signed up for this. It's not a required course, so --
(MORE)

(CONTINUED)

73 CONTINUED: 73

Todd doesn't answer.

MARILYN
(continuing;
to all youngsters)
Does anyone here like to be hit?

The children chorus "no."

MARILYN
(continuing;
to all youngsters)
Okay. If no one likes to be hit, then maybe we shouldn't hit. But what do we do when we're angry? Is it okay to be angry?

The children chorus a mixture of "yes" and "no."

MARILYN
(continuing)
Sure it is. Sometimes we're going to be angry and we might feel like hitting, and one thing we can do is this.

Marilyn stomps in place -- her fist is clenched.

MARILYN
(continuing)
Try it.

All the kids practice this approved vent to their inevitable anger. Marilyn sees Potter for the first time while leading this exercise. She joyously yells out an introduction to her friend, gestures to her -- clearly indicating with enthusiasm, "that's him."

74 OMITTED 74

74A INT. MARILYN'S APARTMENT - NIGHT 74A

Potter checks his watch and walks to the bathroom where he opens the door.

74B INT. MARILYN'S BATHROOM - NIGHT 74B

Marilyn is in the shower. The door to the apartment is partially opened. * *

(CONTINUED)

74B CONTINUED: 74B

POTTER
(calling)
The show starts in 20 minutes.

MARILYN
I'm going as fast as I can... I was just thinking about this little girl I have at school and worrying whether I'm totally screwing her up. She's a very clingy kid -- always wrapping her arms around your neck or leg and for some reason I totally identify with her -- so I've been just letting her act it out figuring it would just end. It's getting worse. It's like I have this human necklace now. I mean the minute she comes in she...

Suddenly the shower curtain is stripped aside and a flashbulb goes off -- Potter has just taken a Polaroid picture of her. She is very upset as she grabs for the curtain to shield herself.

MARILYN
(continuing)
Aren't you a little too old for this?

He takes a second picture.

MARILYN
(continuing)
Apparently not.

POTTER
What are you so upset about? Do you have a body hangup or something?

MARILYN
I think of it as a sense of privacy.

POTTER
I'll bet you'll love this picture.

MARILYN
(enraged)
You know, the insensitivity <u>really</u> bothers me. It's a side of you I haven't seen till now.

(CONTINUED)

74B CONTINUED: (2) 74B

POTTER
(surprised)
You missed it? It's my biggest side.

She turns off the water, smoldering, and Potter is studying the picture which is starting to develop in his hand.

POTTER
(continuing)
It's starting to look pretty good. You can make out one boob. You want to see it?

Marilyn is near tears -- genuinely upset.

MARILYN
You don't know when to lay off, do you?

Potter's tone changes.

POTTER
I can't believe you're going to cry over this.

MARILYN
Just tear up the picture.

POTTER
I can't. I mean this is art. We're talking Penthouse here. Just take a look, okay?

MARILYN
The hell with you.

She turns the water back on full force.

POTTER
Aw, come on. You just can't take something like this that seriously.

MARILYN
(fighting back)
Yeah. I know. You poor guy. You're all loose and fun and here I am, an overly-mature tight-ass. That's it, huh?

(CONTINUED)

74B CONTINUED: (3) 74B

POTTER
It's just not the end of the world.

MARILYN
(gethering steam)
No. It's fun. Where's my sense of silly? God forbid we should outgrow silly.
(mimicking others)
Don't you think you're too analytical, Marilyn? The trouble with you is you're too sensitive. Where's the little girl in you, Marilyn? And here I am just killing this great time you had planned for us by taking surprise pictures of this body which I can never quite seem to whip into shape. I don't know why I acted this way... It's not like I didn't know what I was supposed to do -- squeal with laughter -- isn't that it?

A beat after she finishes. Potter's voice is grave.

POTTER
I'm sorry as hell. What am I doing stunts like this for? Maybe it's because I'm afraid to really relate to you. You know something? I think it's time we had a serious conversation. And I mean now.

He steps into the shower and stands there under the water spray fully dressed.

74C thru 74E OMITTED 74C thru 74E

74F INT. MARILYN'S ROOM - CLOSE ON THE TWO OF THEM - NIGHT 74F

Marilyn holds the picture in her hand. She is avoiding looking at it.

MARILYN
(grumbling)
I don't even have pictures of myself in a bathing suit.
(MORE)

(CONTINUED)

74F CONTINUED: 74F

MARILYN (CONT'D)
You think this is some kind of joke. I'm not kidding about this. I don't even have a picture of myself in a bathing suit.

POTTER
Wait a minute. We're in absolute agreement. This is serious. I could seriously sell this for money.
(a command)
Look at the picture.

With a touch of haughtiness, she turns to regard the nude picture of herself. She begins to study it.

MARILYN
I can't believe I don't hate it.

POTTER
Now, if you want to see something really wonderful, why don't you move your thumb?

She laughs, shaking her head at his raunchiness. At this moment, they are both delighted with him.

74G INT. MARILYN'S ROOM - MARILYN AND POTTER - NIGHT 74G

in bed.

The afterglow never looked nicer as they lie there in bed -- their hands atop the blanket covering each other's genitalia as they watch an ODD COUPLE rerun. There are candles around the bed, some mostly-eaten roast beef sandwiches and cans of Tab on the floor beside them. He looks at her for several beats until she feels his gaze and turns toward him. He's feeling as good as he's felt in a long, long time.

75 OMITTED 75

75A INT. POTTER'S HALLWAY - DAY 75A

as they enter from outside carrying two large bags of groceries apiece. Potter heads up the stairs first. As Marilyn follows him up:

MARILYN
Have you ever been so happy you're scared?

75B INT. POTTER'S APARTMENT - DAY 75B

as they enter, putting the groceries immediately down, standing there in a moment of relief as Potter massages his wrist and surveys the room which has already been set up for Thanksgiving guests -- fresh flowers, the table set, etc.

POTTER
Why does this place miss?

MARILYN
Well, if you can afford it, a sofa against that wall would really help out.

POTTER
Yeah, one of those big comfortable ones. Maybe we can go shopping for one.

MARILYN
(enormously pleased)
Fine.

76 INT. POTTER'S KITCHEN (THANKSGIVING DAY) 76

They are working together on the greatest meal in the Western Hemisphere. We should long for the food we glimpse as Marilyn chops, sifts and bastes -- a winning commercial for the contemporary American couple. Potter has just entered with a huge shopping bag full of last minute items they needed. He is unloading the bag during the following, pulling from it food-stufs, candlesticks, three packages of Polaroid film, and finally, an additional director's chair.

MARILYN
You want to know when I knew we were wonderful -- really knew?

POTTER
(meaning it)
Yes, I would.

MARILYN
When we first went to bed together and you didn't ask me afterwards how you were.

He nods, goes back to his work, turns toward her.

76 CONTINUED: 76

MARILYN
(continuing; anticipating)
I'm not telling.

POTTER
(deliberately changing subject)
Okay. We should get some of this garbage out of here.... We have to have more room to work.

MARILYN
I'll tell you if you want.

POTTER
(not giving an inch)
If you have something to say, say it.

She picks up the garbage.

MARILYN
The truth is that you were exceptional.

Potter tries to seem matter-of-fact about this information as Marilyn begins to take some of the garbage out. Potter lifting another bag to follow her.

MARILYN
(continuing)
It was the second best sexual experience of my life.

As she exits, giving Potter pause before he follows her out...

DISSOLVE TO:

77 INT. POTTER'S LIVING ROOM (THANKSGIVING DAY) 77

Max, Marva, and their nine-year-old son VICTOR seated around the handsomely set table.

VARIOUS SHOTS - POTTER, MARILYN, MAX AND MARVA

Potter turns on the electric carving knife purchased for the occasion and begins carving the bird, not too expertly.

(CONTINUED)

77 CONTINUED: 77

POTTER
The place isn't quite there yet.

MARVA
Well, when you two get that sofa it'll pull the whole room together.

Potter shoots a look at Marilyn, who kids the situation by saying airily:

MARILYN
I may have mentioned it.

He grins at her, still has a hard time carving.

POTTER
(suddenly)
What was that?

They look away. He rips off a leg with his hand. They catch him at it as the scene is interrupted by a RINGING PHONE. Marilyn rises to answer it. She rejoins the group, Potter still carving at the table. When she speaks she is trying to make her voice sound normal.

MARILYN
Phil, it's Jessica.

Potter takes half a beat.

POTTER
Thanks.

He walks to her and takes the phone as she returns to the table.

MARILYN
(to others)
I think I did that very well.

Potter, meanwhile, is stretching the cord for all it's worth, trying to get the phone into the bedroom for some privacy. It doesn't quite reach, his words will be heard. A conversation begins at the table with a preposterous rhythm. Each time Potter is speaking the others stop talking so that, by undeclared consent, they eavesdrop on him, and then pick up what they were saying, though they never look in Potter's direction.

MAX
(to Marilyn)
How are things going at school? You ready to start your thesis yet?

(CONTINUED)

77 CONTINUED: (2) 77

Potter, the cord stretched to the ultimate, is saying his first words to his ex-wife, and so the table suspends conversation.

POTTER
Hi. How are you?

As he listens for Jessica's answer.

MARILYN
(to Max)
No, it's harder than I thought, you know...

She stops as Potter speaks.

POTTER
Pretty good. You still living at the old place?

As he listens to the answer:

MARILYN
(picking up)
... it's so different being in school when you have a full time...

She stops for Potter.

POTTER
I think it's smart that you didn't move. Where are you going to find a better place?

He stops.

MARILYN
... job.

MARVA
(picking up)
But I just read an article the other day where it said women returning to...

POTTER
(almost sotto)
I'm not going into all of that right now. Well, your phone bill, for one thing...

(CONTINUED)

77 CONTINUED: (3) 77

VICTOR
This is the best turkey I ever had, except maybe that one last Christmas.

Victor has done the unforgivable. He has talked over Potter, and is instantly stilled by the sharp gazes of the three adults.

POTTER
For another...

He now catches himself being awkward, tight, and finds it amusing. He shakes his head at acting like an asshole. His tone to Jessica is once more easy and natural, as he faces the table.

POTTER
(continuing)
You're right. I was sounding that way.
(very together)
Jessica, you caught me at a bad time to have a long conversation, because I'm having Thanksgiving dinner with Max and Marva...
(to Max and Marva)
... She says, 'Hi.'

Max nods a noncommittal nod. Marva exhibits a tight smile.

POTTER
(continuing; still on top of it)
No. Tomorrow would be better. We were just starting to eat. Max, Marva, Victor, and...
(the slightest pause)
... a friend of theirs.

Marilyn looks right at him, hurt, angry, and not trying to conceal it.

(CONTINUED)

77 CONTINUED: (4) 77

POTTER
(continuing)
I have no time to get into it now. Okay... Sure. Just let me know when you're coming. Okay, so long, Jessica.

He hangs up and walks to the table, sits next to Marilyn, aware of the tension. The silence is broken only by eating noises and moans of pleasure as the food proves to taste as good as it looks to all but Marilyn who is just staring at her plate. Tension again.

MAX
(uncomfortably)
Listen, we're family. We're going to get out of here right after dinner and give you two some privacy.

Another tense beat.

MARVA
Hurry up and eat, Victor.

VICTOR
You said I'm supposed to chew.

MARVA
Don't chew.

POTTER
Take your time, all of you, but maybe you'd excuse us. Marilyn, would you like to go for a walk?

Marilyn, hurt, unable even to talk or nod, rises. They move quickly, throwing on their coats, Potter looking at Marilyn with escalating concern as they exit. Now Max and Marva feel a bit adrift.

MAX
Could you pass the asparagus?

(CONTINUED)

77 CONTINUED: (5) 77

Marva passes it to him.

MAX
(continuing)
It's delicious.

MARVA
Thank you.

78 EXT. STREET (THANKSGIVING DAY) 78

As Potter and Marilyn walk the sidewalk, which could be a candidate for a time capsule. One of those days which are uniquely American. In the b.g., we have glimpses of other families having holiday dinners, Christmas trees being decorated or hauled home, a drunk dressed as a pilgrim strolls inexplicably by, leaning on the arm of his normally dressed wife. As much as anything else, the family is being celebrated on this block, hearth and home seem to be turning the trick out there in our b.g., as Potter and Marilyn try to set things right between them. They walk silently alongside each other. Potter never taking his eyes off Marilyn. She refuses to look at him. Finally she does. There are tears in her eyes -- then anger. Without warning, she turns and punches him in the face. As he blinks at her:

MARILYN
How could you call me 'a friend...
(even more incredulous)
of theirs?'

POTTER
You've got to learn not to hit.

MARILYN
(tears in her eyes)
So do you... Ah, the hell with it.

She begins walking again.

(CONTINUED)

78 CONTINUED: 78

He grabs her hand -- she is furious for a beat, but he also displays a fierce look indicating he's ready to take her on. She draws back her fist.

POTTER
Cut it out, will you? If you get mad, just do this.

He stomps his feet in place, his fists clenched as Marilyn's were when she taught her children how to express their anger. The anger leaves Marilyn. He puts his hands on her shoulders.

MARILYN
(clenched teeth)
Take your hands off me!!!

Potter does so.

MARILYN
(continuing; still clenched teeth)
Put your hands on me!!!

POTTER
I'm sorry. I guess I was nervous because it was the first time I've spoken to her in awhile. It was stupid, yeah, it was really stupid and I'm sorry.

MARILYN
What you did has nothing to do with stupidity. It meant something.

POTTER
Ah, come on. Let me tell you something about me. If this keeps up, my brain cells will start clogging up. I can feel it happening already. It's nothing I can help. I just start mentally pulling out.

MARILYN
Don't withdraw yet. I need you around for a few minutes.

(CONTINUED)

78 CONTINUED: (2) 78

He takes her arm. They start walking.

MARILYN
(continuing)
Before I met you -- and this may be the first time I started a sentence with 'before I met you' -- but before I met you, I had finally gotten to the point where I no longer thought some man was going to come along and make this huge change in my life. I finally got to the point where I loved being unattached. I loved the guts out of it. I loved going to parties and occasionally meeting one of those guys who convinces himself real quick that he's falling in love with you. And maybe ending up in bed with him. I loved it. Telling him it was wonderful and seeing how happy it made him when I said that.

Marilyn is suddenly more aware of Potter.

MARILYN
(continuing)
Is it okay talking like this?

POTTER
Almost.

MARILYN
(a quiet fact)
You are great... I never talked about this ever except with girlfriends... But so much of the time I'd end up getting tense and I'd say 'I hope you understand, but I need to be alone.' And the part I loved best was hearing the door click when they left. And then I'd breathe easier.
(the hardest thing she's said)
You -- you bastard -- I breathe easier when you're there. I don't breathe right without you and it scares the daylights out of me.
(MORE)

(CONTINUED)

78 CONTINUED: (3) 78

MARILYN (CONT'D)
Oh, sweetheart, who are we kidding here? You're hung up on your ex-wife. It's one of those... And I'd better save my ass. I don't want to see you anymore. I want to get out while the going's possible.

POTTER
(wearily)
Marilyn, you're full of shit.

MARILYN
Hey, nobody's full of shit here. I meant what I said.

POTTER
All this is because Jessica called and you're making it sound like this big intellectual decision. But it's just that you're pissed off.

He glares at her. She doesn't give an inch. He walks just a step away.

POTTER
(continuing)
Okay. Be that way.

He then turns, relenting.

POTTER
(continuing)
I'll see you tomorrow night.

MARILYN
I'm busy.

She means it. She is no longer going to see him. He looks at her with extraordinary disappointment.

POTTER
Oh, Marilyn...

She walks away. He turns and walks off in the opposite direction.

79 OMITTED 79

80 EXT. MARILYN'S NURSERY SCHOOL - DAY 80

The combination nursery/elementary school has this as an annual event. In the middle of winter, kids in snowsuits and adults in parkas gather in the large backyard play area for this Winter Carnival. Competitions for small children's snow men, a bake shop, various games of traditional variety comprise the entertainment, along with one sure money maker -- "DUNK THE TEACHER" proclaims a crayoned sign. "ONE DOLLAR A THROW." There is a line of kids and parents standing ready to make a snowball and throw it at a target. Alongside the target a teacher sits in a glass-enclosed booth wearing a bathing suit. The odds are long against anyone having the skill to hit the small button inside the target. But should they do so, the wooden beam on which the teacher is perched collapses, dumping him down a chute into a barrel of heated water which stands outside in the cold. Marilyn is the teacher on the perch.

ON MARILYN

looking happy. Her students are allowed to come quite close to the target for their tosses, since they are only three or four years old and their sweetly pathetic tosses fall far short of the mark.

MARILYN
(shouting to one player)
You missed, John. I'll bet you get me next time. Ask Daddy for another dollar.

We SEE Mark approach his rather athletic-looking FATHER in the b.g.

MARK
You try, Dad.

The Father grins and gets in line behind another father.

OTHER ANGLE

SHOWING Potter watching as the first adult fires a snowball and misses. Potter steps up to the glass booth, next to Marilyn's perch.

MARILYN
Try again. It's for a great cause.

(CONTINUED)

80 CONTINUED: 80

The Father is shaking off the invitation.

MARILYN
(continuing; teasingly)
It's because you know you can't hit it, right?

The customer grins at her. A cluster of parents egg him on. He tries again -- misses. Marilyn now sees Potter.

POTTER
Hi.

She nods.

POTTER
(continuing)
Oh, come on. You're not speaking to me?

The Father misses -- now giving way to the more athletic-looking Man behind him.

MARILYN
(trying for dignity but only reaching arch)
Of course I'm speaking with you, Phil.

POTTER
I meant normally.

MARILYN
Oh. Then I'm not talking to you.

The athletic-looking Man hurls the snowball hard, but is way off the mark, the other parents chiding him.

MARILYN
(continuing)
I guess I'm not going to get a swim today.

MAN
You're going to get one.

MARILYN
(to Man)
Okay -- let's see you do it.

(CONTINUED)

80 CONTINUED: (2) 80

POTTER
Can we see each other when you're through here?

MARILYN
(to Potter)
No. Don't worry about me. I'm doing okay.

POTTER
Why does that keep being the issue?

The Man comes closer, but misses. Potter takes this in.

POTTER
(continuing)
He's throwing too hard. If he just took it easy. Listen, will you see me when this is over?

Marilyn looks at him, decides.

MARILYN
No. I'm sorry. No.

POTTER
You're busy?

MARILYN
No.
(on his exasperated look)
These are the parents of the children I teach... do you mind?

He walks away.

ON MARILYN

forlorn on her perch, momentarily unaware of the children and adults throwing snowballs. Now trying to shake off the meeting and get into the game, she looks out at the line.

ON LINE

Potter is next in line. They look at each other. Potter is resolute. The fifteen-year-old in front of him misses badly.

(CONTINUED)

80 CONTINUED: (3) 80

Somebody mumbles, "I think it's fixed." Potter steps up and gives the parent-cashier ten dollars. As she begins to count out the change:

POTTER
No change. I'll use it all.

He is handed a snowball. Marilyn shakes her head almost imperceptibly "no." Potter fires the first snowball -- it comes close. He's clearly got some experience. People begin to flow toward the stand as he comes even closer with his second toss. Some of Marilyn's kids chant: "Teacher's going to get it." Marilyn is losing her professional demeanor. She's looking daggers at Potter. As he again comes quite close... then close again. He has ringed the target with consistency, but he has not yet zeroed in. So intent is he that the mood of the crowd begins to alter. Potter's quest is obviously not all that lighthearted.

And now he hits the target.

ON MARILYN

as she goes down the chute into the chilly outdoors. There is a good-natured CHEER from the crowd. Marilyn, thoroughly wet, does her best to match their cheer -- forcing a smile, waving.

MARILYN
(utterly insincere)
Good shot.

81 EXT. MARILYN'S PERCH - DAY 81

She climbs back on her perch. She has barely finished acknowledging the friendly CATCALLS when Potter hits the target again, this time catching her by surprise. She gets a mouthful of water. Another CHEER ... this is now the center of attraction at the backyard fair. Marilyn and Potter exchange a look -- Marilyn trying to indicate, "You've had your fun." She sits on the perch, not quite in place, when Potter hits the mark again. And now Marilyn has dropped all pretense at bubbling spirits. Her smile is thin indeed. Just before she gets back on the perch, she flashes a grin, but is betrayed by the tension in her voice.

(CONTINUED)

81 CONTINUED: 81

MARILYN
(calling out)
Why don't you give somebody else a chance?

Potter looks at her. Reluctantly he turns to the MAN behind him, offering the snowball in his hand.

POTTER
(to Man)
Do you want a turn?

MAN
No. I'm having fun watching.

That quickly, Potter fires another snowball and Marilyn is down the chute into the water. She comes up coughing.

MARILYN
(calling to Potter)
Cut it out. Okay?

Now at her perch. He lets one go, hits the target. This time she clings to the perch, but her hands slip. She goes down the chute again. When she comes up:

MARILYN
(continuing; loudly)
Cut it the fuck out.

ON CROWD

The children becoming excited over the word they just heard their teacher use.

Parents hug their children in belated protection from the profanity.

ONE KID
She said the 'F' word.

HER MOTHER
No, she didn't. It just sounded that way.

Other mothers and fathers lead their children away.

POTTER
(shouting back)
Will you talk to me normally now?

(CONTINUED)

81 CONTINUED: (2) 81

MARILYN
(abnormally hoarse and angry)
Okay -- Yes. Okay. Yessss...

He walks over to her.

POTTER
I think the reason you went berserk when Jessica called is because you don't know where we stand and you didn't know how to handle it, so you just pulled out.

MARILYN
(shaking her head at how simplistic he is)
Oh, Phil.

POTTER
I think if I'd have asked you to move in or something, you would have been fine. So, uh, what do you think... uh, would you move in? You could keep your place and everything.

MARILYN
(musing)
That's good.

POTTER
It's just that we could be together most of the time.

MARILYN
Are you sure?

POTTER
(with great conviction)
I can't tell you how sure. Come on, we know it's going to be good. Will you?

MARILYN
Okay.

POTTER
Are you sure?

(CONTINUED)

81 CONTINUED: (3) 81

MARILYN
No.

POTTER
Well neither am I, but I had the decency to keep it to myself.

82 thru 84 OMITTED 82 thru 84

85 INT. POTTER'S CAR - DAY 85

jammed with Marilyn's things, as they arrive outside Gilchren Junior College. So packed is the car that Marilyn's feet are atop two boxes which are wedged under the front passenger seat, another box resting on the console which separates their two seats. He kisses her.

MARILYN
Okay. I'll see you later at, uh...

She flirts with saying the word "home," but can't quite bring it off.

MARILYN
(continuing)
How am I going to get into the house? Don't I need a key?

POTTER
I told the super to let you in.

MARILYN
Not quite being carried over the threshold, but it'll do.

POTTER'S POV

Seven loaded boxes -- every piece of luggage she owns -- some kitchen appliances -- a lamp -- two stacks of records -- a stereo and two speakers.

POTTER
It's a good thing I cleared out a drawer for you.

85 CONTINUED: 85

MARILYN
Okay... hooray... hooray. You have me on the defensive.

86 thru 88 OMITTED 86 thru 88

89 EXT. STREET - LATE AFTERNOON 89

Potter is walking home. He slows as he passes a

(CONTINUED)

89 CONTINUED: 89

florist, considers picking up some flowers for Marilyn, a gesture which would obviously give her some pleasure, but seems somehow too easy to him as he stands there looking at the flowers. Then he brightens as he sees a large hardware store next door.

90 INT. HARDWARE STORE - LATE AFTERNOON 90

as Potter watches a locksmith make a duplicate key.

CLOSEUP

of a name plate being stamped out.

91 EXT. POTTER'S HOUSE - NIGHT 91

as he moves up the steps.

92 INT. POTTER'S HALLWAY - NIGHT 92

He unlocks the door and opens it.

POTTER'S POV

Marilyn, her face contorted by a too-wide smile.

MARILYN
Hello, Phil. We were wondering what kept you.

He is momentarily confused by Marilyn's archness, but stepping into the room he can now see that the visitor is Jessica.

JESSICA
Hi.

POTTER
Hello. How long have you been here?

JESSICA
(looking to Marilyn)
I don't know... about three hours, *
I guess.

MARILYN
More I think. What did keep you? *
We were wondering.

POTTER
I walked back.

(CONTINUED)

92 CONTINUED: 92

MARILYN
(stuck on that single thought)
That's just what I guessed, when we wondered what was keeping you.
(to Jessica)
Well, if you'll give me a few minutes, I've got to finish unpacking.

She exits to the bedroom.

CLOSE ON JESSICA

She is wearing a blouse which is close to being transparent. Her breasts are distinctly visible.

JESSICA
Can you believe my timing?

POTTER
Yes, I can. How long are you here for?

JESSICA
Just tonight. I have a hotel room at the airport. I'm going home first thing in the morning.

POTTER
What if I wasn't home?

JESSICA
I would have left a note. Listen, I know this isn't a logical visit.
(letting it out)
What can I tell you? It was one of those thinking nights and I had an impulse to come here... An impulse I've had before, by the way. And this time, for one reason or another, I followed it. I figured it's time for one of us to be impulsive. Though I am sorry about the blouse -- another impulse. I swear I kept my coat on for at least an hour after I got here, but she had the heat turned up.

POTTER
Excuse me a second.

He exits to the bedroom.

93 INT. BEDROOM - NIGHT 93

Marilyn sitting on the bed, her suitcase next to her, unopened.

POTTER
You okay?

MARILYN
No.

He sits on the bed next to her.

POTTER
Marilyn, I have to talk to her.

Marilyn nods. She's handling this somberly, but well.

MARILYN
She seems like a nice person. Though there's not that much you can learn about someone the very first time you meet them. Except, of course, that she has pretty tits.

He smiles at her, takes the gift-wrapped box from his coat and hands it to her. She is surprised by the gift.

MARILYN
(continuing)
What do you do -- carry this around for emergencies?

She still holds it unopened.

MARILYN
(continuing)
What's it for?

POTTER
Call it a house warming gift.

She likes this. She opens the box and there lies the key. It touches her.

MARILYN
Boy, that's a swell gift.

She leans over and kisses him lightly.

POTTER
Listen, if we're worth anything, we can handle tonight.

(CONTINUED)

93 CONTINUED: 93

MARILYN
Keep going, I think you're on a hot streak.

POTTER
I can take Jessica out -- or you can go out, and I'll stay here with her. Whichever.

Marilyn nods.

MARILYN
No. I'll leave you two alone for awhile.
(she rises)
You know, it's silly, but the hardest part for me is making it across the living room and out the door.

She gets up and eyes the door nervously, tentative in the extreme. Then a breath, a mighty summoning of courage, and...

94 INT. LIVING ROOM - NIGHT 94

as they enter.

MARILYN
(to Jessica)
Listen, I'm going to get out of your way.

JESSICA
(sympathetically)
I didn't mean to cause this kind of a... Thanks a lot. It's terrific of you.

MARILYN
(uncomfortable)
Yeah, well...

She starts for the front door and stops.

MARILYN
(continuing)
Just a minute.

(CONTINUED)

94 CONTINUED: 94

She moves quickly to the bedroom and comes out again.

MARILYN
(continuing)
I almost forgot my key.

She waves vaguely in Potter's direction and exits. And now they are alone. Potter looks at her -- she at him -- contact is briefly made, then broken off. Potter, without a word, walks to the kitchen.

95 INT. KITCHEN - NIGHT 95

as he opens the refrigerator. He lifts a bottle of imported wine, then places it back, taking out instead a jug of Almaden with a replaceable cork. He grabs two water glasses and exits to the living room.

96 INT. LIVING ROOM - NIGHT 96

He places the wine on a jerry-built table and now sits in a director's chair across from his wife. Nothing in his movements suggest romance. Rather, it's let's have a few drinks and say what we have to. It is not a comfortable atmosphere, the strain is pervasive.

JESSICA
I didn't think it was going to be this tough.

POTTER
I sure did.

JESSICA
I was going to ask you all these questions and now I don't feel like it.

POTTER
Well, I do.
(looking right at her)
How have you been, Jessica?

JESSICA
You name it. Professionally, though, I've been...

POTTER
No. You were right. Why go into all that? *

(CONTINUED)

96 CONTINUED: 96

JESSICA
Well, that's our choice here, Phil. Answers we don't care about or questions we can't ask.

Potter smiles appreciatively.

POTTER
Nice phrase. You could be on your way to another song.

JESSICA
Hey, give me a break -- I came all the way from New York.

Potter relents. A beat, then:

JESSICA
(continuing)
How do I look, anyway?

POTTER
As good as you wanted to.

JESSICA
That good.

And now she looks at him directly -- waiting for him to match her boldness. He does and then breaks off contact.

Jessica is quite downcast.

JESSICA
(continuing)
It's just... bizarre. Being sad over feeling turned on. Can we go get some coffee... something? I feel funny being here.

POTTER
Okay.

97 EXT. POTTER'S APARTMENT - NIGHT 97

as they walk toward the car, very close to each other. No arms around each other -- no hand holding -- just bumping gently against the other's body with each few steps. Potter's car is parked under a street lamp. Jessica opens the passenger door, though her eyes never leave her ex-husband as she slips inside. Potter opens the driver's door and reacts with surprise, stopping just before he gets in.

(CONTINUED)

97 CONTINUED: 97

POTTER'S POV

Marilyn sitting behind the wheel. Jessica seated awkwardly next to her.

MARILYN
(holding up text book)
I'm studying.
(to Jessica)
I'm going for my Master's.

JESSICA
That sounds really good.

POTTER
We were just going to get coffee or something.

MARILYN
You want the car?

POTTER
Unless you need it.

MARILYN
No.

She gathers in her books and papers from the back seat of the car, Jessica helping her, Potter waiting.

98 INT. CAR - NIGHT 98

as the two women dig for Marilyn's things. Jessica handing Marilyn a book -- they exchange a look. Jessica lightly touching her just before Marilyn exits the car -- a gesture of compassion which Marilyn isn't altogether comfortable with.

99 EXT. CAR - NIGHT 99

as Marilyn exits the car.

POTTER
I'll walk you.

MARILYN
It's not necessary.

POTTER
I'll walk you.

99 CONTINUED: 99

He sticks his head into the car.

POTTER
(continuing;
to Jessica)
I'm going to walk Marilyn back
to the place.
(to Marilyn)
I'll walk you back.

100 EXT. STREET - NIGHT 100

as they walk back toward the apartment, Potter carrying her books. They say not a word and now they are at the steps.

MARILYN
I'd invite you up, but my roommate has an exam in the morning.

POTTER
I'll see you later.

He leans over, kisses her lightly, looks at her, and embraces her once more before starting down the steps. He looks up. She is still rooted in the spot.

POTTER
(continuing)
Hey, don't watch me drive away.

She nods in understanding and walks up the steps, opens the outer door and enters, following his advice and keeping her back to the street. But now she sees in front of her the glistening new name plate reading "POTTER-HOLMBERG." She turns to the street just in time to see the car move off.

HER POV

as she watches the car move off.

MARILYN
Oh, God, am I in trouble.

101 INT. CAR - NIGHT 101

as they drive along. Jessica glances over at him, his face is set. She smiles and makes varied attempts to get his attention focused on her.

(CONTINUED)

101 CONTINUED: 101

Then, very deliberately, she places her hand midway between his knee and thigh.

JESSICA
I just have to have some contact.

Potter immediately moves the car to the curb. She removes her hand.

JESSICA
(continuing)
Okay. So you're still mad at me.

POTTER
I'm not mad at you. Why should I be mad at you?

JESSICA
Because I fucked your boss and broke up our marriage.

POTTER
Oh, that.
(with ominous calm)
Yes. Jessica. I'm mad at you.

JESSICA
Sure you are. It's natural.

POTTER
This mad isn't natural. I'm sitting here trying not to hit you.

Jessica looks at him -- a flash of fear, tension.

JESSICA
Maybe it would be good if you talked about it.

He turns away from her, somewhat disgusted by this analytic tack.

POTTER
Jesus.

JESSICA
(caring)
Would it help if I let you hit me in the arm or something? Really, it might make you feel better.

(CONTINUED)

101 CONTINUED: (2) 101

He turns back to her.

POTTER
(slowly)
I think if you gave me permission to hit you in the arm and I did it -- it would be the saddest day of my life.

He starts the car. They drive along in silence -- Potter smouldering, maneuvering along a suburban street, when he suddenly strikes out at her, smashing his fist into her arm. She reacts with violent reflex, scratching a hole in his cheek. His hand goes to his face -- the car is airborne. We are momentarily disoriented, our PERSPECTIVE SUBJECTIVE, then:

102 EXT. ROAD - NIGHT 102

The car sticking tailend out of a snow bank.

103 INT. SUBMERGED CAR - NIGHT 103

Potter cranking down his window as Jessica cranks at hers, scraping away the snow.

104 EXT. ROAD - NIGHT 104

as they tunnel to the surface, now standing unsteadily near the buried car.

POTTER
Yeah, I guess I do feel a little better.

Jessica laughs, loose. He's grinning, too, as they dig their way out.

105 INT. JESSICA'S HOTEL ROOM - NIGHT 105

They are having dinner by the window. Jessica has a cassette PLAYER WORKING, her off-VOICE SINGING another of her personal songs.

SONG
(to be written)

(CONTINUED)

105 CONTINUED: 105

It's about Potter. Let's call it "Thinking Of Him." It has to do with loving someone in your past -- knowing you could do better with him now if given the chance. She is looking at him with great meaning while it plays. He shifts uncomfortably.

POTTER
Yeah... well. I think it's great that you're doing so well.

JESSICA
The song's about us. You do know that?

POTTER
Sure. I figured that out.

JESSICA
And you have no answer?

He shakes his head.

JESSICA
(continuing)
How come?

POTTER
(rising)
I'm not good at rhyming. Come on, Jessica. This is a bunch of crap. You play me a song -- a few hot looks back and forth. I don't want that.

She rises and comes over next to him. Across from them is a mirror. She stands next to him, her head on his shoulder. She is playful, grinning, her arm hooked through his, even a leg around his.

JESSICA
Look at us.

He does. In contrast to Jessica, Potter is not at all playful as he leans in to intently study the mirror.

JESSICA
(continuing)
We're a couple.

Potter still gazes at the mirror as if trying to make out what that distant object is on the horizon.

(CONTINUED)

105 CONTINUED: (2) 105

POTTER
(ruefully)
Yeah, there's something there.

JESSICA
And if it turns out to be just physical... I'll settle.

POTTER
Listen. I'm going to go home now.

JESSICA
You don't trust it?

POTTER
(good-natured)
That's right. I don't trust it.

He pats her on the back. She emits a small involuntary moan. Potter removes his hand, then, as if double-checking, pats her on the shoulder again. She moans again.

POTTER
(continuing; testing)
You can't be that excited.

She shrugs.

POTTER
(continuing)
I don't believe you.

JESSICA
(smiling; bewildered)
I know. I can hardly believe me myself.

POTTER
(interested)
Just putting my hand on you does that?

JESSICA
Apparently.

He raises his hand, then slowly and deliberately touches her shoulder. She moans again.

POTTER
Incredible.

(CONTINUED)

105 CONTINUED: (3) 105

Jessica turns her back to him and looks out the window rather dreamily. Then she walks right to the window, expecting Potter to follow.

JESSICA
It's that powerful. Amazing, isn't it?

106 ANGLE ON DOOR 106

as Potter makes a decision and quietly exits. The room service waiter is at his side and takes the door knob before he closes it.

107 ANGLE ON WINDOW 107

Jessica stands there in her reverie. The waiter, approaching from behind, takes the still-unsigned check from the table and touches her shoulder. She moans, then turns, sees it's the waiter, and leaps back, startled.

108 EXT. POTTER'S APARTMENT - NIGHT 108

as Potter parks and locks his car. He walks toward his house, anxious about the inevitable -- that Marilyn will have a need to be told all about an evening which he doesn't come close to understanding himself.

109 INT. POTTER'S HALLWAY 109

as he walks up the stairs far more slowly than usual, even pausing in a moment of self-deception to feign interest in the fact that the bannister is a bit shaky. He moves it back and forth, stalling for time, then walks to the door. As he opens it:

110 INT. POTTER'S APARTMENT - NIGHT 110

He steps inside, turns on the light. He starts for the bedroom, but hesitates, walking instead to the kitchen.

110A INT. KITCHEN - NIGHT 110A

As he sits there drinking milk he notices Marilyn's "THINGS WE NEED" list.

THE LIST

"Dish towels, paper towel holder, measuring spoons and cups, large pot, yellow contact paper, tray to dry dishes, pepper mill, sofa."

ON POTTER

given pause by the last item on the list. He exits the kitchen, now ready for Marilyn.

111 INT. BEDROOM - NIGHT 111

as he opens the door, the lights already on. Marilyn isn't there. Potter feels a twinge of fear -- opens some drawers, sees that her clothes are still there and is now puzzled. He crosses to the phone and dials her number. We HEAR a PHONE answered more quickly than the Bell System ever imagined.

MARILYN
Hello.

POTTER
Hello.

MARILYN
Where are you?

POTTER
Home.

MARILYN
Your apartment?

POTTER
Yes, of course. Where do you think?

MARILYN
I don't know. It's late. I was beginning to worry. I was afraid you weren't in an accident.

Potter forces a brief laugh.

(CONTINUED)

111 CONTINUED: 111

POTTER
Why aren't you here?

MARILYN
I don't know.
(with some difficulty)
What was it like, being with her?

POTTER
(tries to come up with an answer)
It was okay. I don't know. I guess it was less uncomfortable than I thought. I don't know.

MARILYN
It's none of my business. I'm just asking to be polite... and to find out if you still love her.

Potter forces a brief laugh. A beat, then Marilyn forces a brief laugh. A beat, then:

MARILYN
(continuing)
I could come over now, Phil. Unless you just need to be alone. I feel like that sometimes.

POTTER
Yeah. This could be one of those nights for me. Listen, it's great that you asked me. Thanks for understanding.

MARILYN
It's great that we can do this ... Good night, sweetheart. I love you a lot. Okay, then -- we won't see each other tonight.

A beat, Marilyn waiting for his response. Finally he breaks the awful silence.

POTTER
Why don't you come over instead.

MARILYN
You sure?

POTTER
Yes -- sure.

MARILYN
I'll be right there.

112 THE DIVORCE WORKSHOP - NIGHT 112

as they settle into their chairs, uncertain who will open. Dan is just about to say something, but is forced to stop short by Potter.

POTTER
My ex-wife came to see me.

JERRY
The first time since you split?

Potter nods.

JERRY
(continuing)
Wow.

LARRY
What was it like for you?

POTTER
I never... never wanted a woman so badly in my life.

PAUL
Tell me about it. That's how Sherry and I keep getting back together. You know, she's talking about us getting married again. This would be the fourth time. She says this time we should have a big wedding. I think it's ridiculous when there are people in our family who still don't know we got divorced again.

LARRY
(musing)
For the first six months after Ellen and I split up I used to carry a coat on my arm so she wouldn't see what was going on with me. But that passes. You get rid of it. Damn, that's a sad day... when you can't imagine ever being in bed with her.

POTTER
Marilyn's really terrific... you never have to guess what she's thinking. She's got this great sense of humor. She's smart, she... *

(CONTINUED)

112 CONTINUED: 112

LARRY
What did you and your ex-wife do when you were together?

POTTER
Nothing really. Went for a drive and... Oh, yeah, I hit her in the arm. She gave me this.
(indicates face)
And then the car went into a drift. We had to get towed. Then we went back to her hotel room and she played me this song she wrote about us and... then... I left.

DAN
(shaking his head)
Typical.

POTTER
I just wish I could forget about her. *

PAUL
Thanks for letting us in on that. * It's really great.

POTTER
(flaring)
What is great? Why is it great just saying stuff like this? Explain that to me, huh?

PAUL
(taken aback)
Maybe it's just good.

113 EXT. CHURCH - NIGHT 113

Potter is waiting at a bus stop. We HEAR Paul's O.S. VOICE:

PAUL (O.S.)
You didn't bring your car tonight?

POTTER *
No. I'm going to meet Marilyn. I'll just get a bus. I'm fine.

114 EXT. CHURCH - CLOSE ON PAUL - NIGHT 114

PAUL *
You mad at me?

POTTER
No. What are you talking about? *
Get going.

(CONTINUED)

114 CONTINUED: 114

PAUL
I'd give you a lift, but I have to work tonight.

POTTER
That's okay.

PAUL
Ah, what the heck. I'll give you a lift. Come on.

Potter hesitates.

PAUL
(continuing)
Really.

Potter climbs in the cab of the small truck and closes the door behind him. Paul drives off and for the first time we SEE the truck he is driving. It is an exterminator's truck with a huge bug on top, its antenna bobbing.

115 INT. PAUL'S TRUCK - EVENING 115

PAUL
Where are we going?

POTTER
Jordan Marsh. I'm meeting Marilyn there.

Paul studies Potter as he drives. Potter is obviously upset.

PAUL
(timidly)
Can I make one small suggestion?

Potter nods approval.

PAUL
(continuing; enthusiastically)
Forget about your wife and stay with Marilyn.

On Potter's look:

(CONTINUED)

115 CONTINUED: 115

PAUL
(continuing;
backing off)
It's just a suggestion.

116 EXT. DEPARTMENT STORE - NIGHT 116

as Potter gets out of the truck and walks toward the entrance. He is obviously troubled.

117 INT. DEPARTMENT STORE - NIGHT 117

Marilyn has him by the hand, steering him through the holiday mobs. The store is packed.

118 OMITTED 118

119 INT. ELEVATOR - NIGHT 119

Marilyn, her hand in a mitten, holding Potter's hand as they stand wedged in the back. He is working very hard at getting through this.

120 INT. FURNITURE DEPARTMENT - NIGHT 120

One aisle a city block long -- model rooms on either side. Everything done in perfect taste. Couples, some with children, flow through these carefully arrived at settings for model lives.

SALESMAN
(to young couple)
Sure you can sit on the bed, just don't try it out.

They laugh.

121 INT. FURNITURE DEPARTMENT (OTHER ROOM) - NIGHT 121

YOUNG WOMAN
(happily chiding
her husband)
Everything doesn't have to be brown, you know.

(CONTINUED)

121 CONTINUED: 121

HUSBAND
I guess it will be okay. It's just hard for me to visualize this with red walls.

YOUNG WOMAN
I want you to love it.

HUSBAND
(thinly)
I love it.

122 *INT. MODEL ROOM - NIGHT* 122

Potter, in contrast to others we've seen, looks joyless, oppressed. A SALESMAN is standing by as Marilyn measures the sofa's depth with her own tape measure. She is totally into this -- a good deal of energy flowing as she presses the button recoiling the tape measure -- momentarily oblivious to Potter.

MARILYN
It's really good and deep. How do you like it?

POTTER
This isn't a great night for me to be buying a sofa.

She turns and sees that he's sagging some.

MARILYN
(a bit sullen)
Okay, forget it.

SALESMAN
Why don't you just sit in it?

MARILYN
It is the kind you said you liked -- where you sink into it.

SALESMAN
Watch out. Once you sit in it you won't want to get up.

Potter sinks into it. His eyes close -- his head goes back.

SALESMAN
(continuing)
See?

122 CONTINUED: 122

POTTER
Marilyn, I have to talk to you.

Marilyn sits down next to him -- her concern mounting. She puts her arm around him.

MARILYN
What's wrong?

POTTER
I can't handle this.

MARILYN
(gently)
Tell me what you're talking about.

POTTER
I am totally screwed up here. I never thought I could be this screwed up.

SALESMAN
Is it the fabric? Because you can get this in practically everything.

MARILYN
Would you excuse us?

SALESMAN
Sure. I understand. It's a big decision.

The Salesman nods easily and professionally and exits the room.

123 FULL SHOT 123

The holiday shoppers -- a good deal of bustle -- a couple glowing with excitement over their purchases. And, in the b.g., Marilyn cradling Potter's head.

CLOSER

as she looks at him with naked concern.

MARILYN
You look really bad.

(CONTINUED)

123 CONTINUED: 123

POTTER
(disbelief)
Look at this.

He pulls at his shirt, which is soaking wet.

MARILYN
Take it easy -- just take it easy.

She works herself at not becoming frantic.

MARILYN
(continuing)
There's an emergency hospital just a few blocks away.

POTTER
No. It's not like that... I'm just shaky. Kind of stupid, isn't it?

Potter rises, now scared for himself, which totally alarms Marilyn as she remains on the sofa watching him. He begins to walk the floor, trying to get a grip.

FULL SHOT

One of the more troubled men in Boston, as he walks past perfect model rooms. At one point he starts to walk back to Marilyn, almost reaching her. She looks at him hopefully, which makes him turn and walk some more. He feels some trembling now, and returns to the sofa to sit next to her.

MARILYN
You're going to be okay. You're going to feel better... I promise. Come on now.

She starts kissing his brow, his cheeks.

MARILYN
(continuing)
I promise. I promise.

His stiffness begins to ebb -- the shakiness more apparent now.

(CONTINUED)

123 CONTINUED: (2) 123

POTTER
I know. Just give me a minute. It's weird.

He is taking big breaths very deliberately, even in this time of crisis, trying to bring it under control, to behave himself. But he can't quite do it, and this exaggerates the fear, like a fighter suddenly realizing he no longer has a punch.

Marilyn wraps her arms around him, cradling him.

124 ANGLE ON ENTRANCE TO MODEL ROOM 124

as an OLDER COUPLE enters, looking at Marilyn and Potter with some disapproval. Defiantly, the Older Couple sits on the sofa to try it out.

FULL ON SOFA

The four of them crowded for a strange instant next to each other. Potter suddenly rises.

POTTER
It's just so hard.

MARILYN
What is?

POTTER
(fighting hard, cracking)
I don't know. I don't want to do this to you.

MARILYN
It's okay. It's fine. Please. Really.

He sits again, next to the Older Couple, who look on with stoic interest as Potter clutches himself with both hands, now literally trying to hold whatever it is in. Marilyn looks at him, her concern increasing.

MARILYN
(continuing)
Phil? Honey?

He bends over, rocking back and forth. He does not reply. Marilyn EXITS THE SHOT.

(CONTINUED)

124 CONTINUED: 124

Potter sits alone with the other couple, shaking. A beat, then the Elderly Man, at the urging of his wife, addresses Potter.

ELDERLY MAN
Have you ever thought of doing est?

Potter has trouble even turning his head toward the stranger.

ELDERLY MAN
(continuing)
I just wanted to put that out there for you.

He and his wife exit.

125 MODEL ROOM - THIRTY MINUTES LATER 125

Phil sitting on the sofa alone. Now the faces of Marilyn, Max and Marva ENTER THE SHOT.

MARVA
In a way, this could be the best thing that ever happened to him. He's feeling.

CLOSE ON POTTER

Dead-eyed, totally withdrawn.

Max shoves his face quite close to Potter's and begins to talk, right at him, very loudly and distinctly. Max functions far better in crises than in real life.

MAX
Listen to me, Phil. I'm going to tell you what's going on and I'm going to tell you the truth. You're having an anxiety problem. It's a very common thing. And it's very temporary. We're all going to sit here with you and wait till you feel better, which should be very soon. You're going to be okay. You're turning a corner... that's all. When you want to talk, just talk. If you don't feel like talking... don't talk.

(CONTINUED)

125 CONTINUED: 125

Now Max looks away at the two women. He smiles a reassuring smile. He obviously knows what he's doing. Marilyn and Marva relax now that Max is on the case. The Salesman comes by. Before he can speak, Max waves him off urgently. The Salesman nods in apparent understanding.

SALESMAN
It's okay. Take your time.

ANGLE ON MAX

patting his brother's leg, looking at him.

MAX
(from his heart)
Ah, Phil... I really love you.

He takes Potter's face in his hands and kisses him.

POTTER
Please don't do that.

MAX
(grins at the two women)
Phil just sounded like his old self.

Potter is terribly embarrassed at this small stir he has caused. He gestures with some futility.

POTTER
I'm starting to feel better.

They all smile with relief.

POTTER
(continuing; looking at them)
I'm sorry.

MARVA
Go ahead, Phil. Apologize for being human.

Marilyn instantly recognizes that Marva is prepared to make her contribution to Potter's well-being and struggles to avert it.

(CONTINUED)

125 CONTINUED: (2) 125

MARILYN
Thanks, both of you, for coming down.

MARVA
(to Phil)
Because that's all that happened to you tonight... you were a human being.

MARILYN
(moving them out)
I'm so glad I was able to get a hold of you two.

MARVA
(catching on)
Okay. Okay. We'll get out of your way. Good night. And, Phil...
(pointedly)
... congratulations.

POTTER
(a small smile)
It was nothing.

Max approaches Potter.

MAX
I'll be home tomorrow morning if you want to talk things over. But it's not necessary.

POTTER
Thanks, Max. Maybe I'll do that.

MAX
It would be a very pleasant surprise if you did.

Potter touches him with awkward affection. Marva gives him a quick kiss.

MARVA
It was a very important night for you. Everything's going to be fine now, just fine.

She kisses Marilyn.

(CONTINUED)

125 CONTINUED: (3) 125

MARVA
(continuing; sotto)
My heart goes out to you.

Max and Marva walk off. Now Potter and Marilyn look at each other.

MARILYN
God. I was really afraid I was going to lose you there for a minute.

POTTER
I feel like a real asshole.

MARILYN
Don't worry about stuff like that. You're fine now, though, huh?

Potter nods.

POTTER
Feel like a walk?

MARILYN
Sure.

Potter gets up. Marilyn takes his hand, attempting to ward off ominous atmosphere.

125A INT. DEPARTMENT STORE - NIGHT 125A

They walk past the perfect model rooms, hand-in-hand, looking vaguely like a cover poster for Psychology Today.

MARILYN
I'm sorry I have to ask this... Is it our setting up house that did that to you?
(a beat, then)
It's a toughie, huh?
(a beat, then)
Hey...

POTTER
(over her)
I guess I have to see Jessica again. There just doesn't seem to be any way for me to ignore it. I tried.

(CONTINUED)

125A CONTINUED: 125A

MARILYN
(*nodding*)
Why didn't you just see her without letting me know?

POTTER
I thought about it. I couldn't handle doing it that way.

She lets go of his hand.

MARILYN
Don't be too proud of that. I'm *not so sure it's a virtue.*
(she stands still, taking it in)
You know, it's exactly what I thought this was all about. But I kept telling myself that it was just my insecurities talking... I've reached the point where my insecurities are smarter than I am.

125B INT. DEPARTMENT STORE - ANGLE ON ESCALATOR - NIGHT 125B

Marilyn on the step in front of Potter as they ride down. She turns to him -- smiles.

MARILYN
Remind me never to take you shopping again.

The light touch is too welcome. Potter forces a laugh. She grins an it's-not-the-end-of-the-world grin, but when she faces front the smile fades. They each feel awful as they wordlessly step from one escalator to the next, moving downward from floor to floor. CHRISTMAS MUSIC becoming more prominent as they approach the main floor.

126 & 127 OMITTED 126 & 127

128 INT. CAR - NIGHT 128

as they stop in front of Marilyn's house. Marilyn's things jammed in once more. But it's worse now, for this time her things were collected and packed in a frenzy.

129 EXT. MARILYN'S HOUSE - NIGHT 129

as, with great difficulty, she unloads the car, trying in every gesture to do it herself without any help from Potter. They don't exchange a word -- just the noises of separation -- car doors opening and slamming, the scrape of luggage as it's pushed onto the sidewalk, the trunk being unloaded. Each time Potter attempts to take something out of the car, she lifts it herself, refusing to accept any help. Now she stands on the sidewalk, bags and boxes in her arms, holding other boxes against the car with her body while trying to grasp the stereo with her hand. She is totally burdened but still refuses as Potter again tries to take some of the things.

POTTER
Let me help you.

MARILYN
It's okay. I'll just have to make two trips.

She puts down part of her load, then more. Now carrying four boxes, she starts away, having made just a dent in the stack on the sidewalk. She struggles away with half-steps. One box falls.

She lets the rest fall to her feet. Her back is to Potter.

POTTER
Just leave everything. I'll take care of it.

She accepts this and, without even looking at him, walks to her apartment.

130 INT. APARTMENT HALLWAY - NIGHT 130

as Potter finishes stacking the things right outside the door. Now there is nothing left to delay his departure. Before he can speak:

MARILYN
(clipped)
Thanks very much, Phil.

Potter exhales, her tone really bringing him down, her attitude defeating him.

POTTER
Sure.

(CONTINUED)

130 CONTINUED: 130

He starts to say something, but she shakes her head "no." The movement is slight, but the atmosphere is so delicate that a slight movement is enough to stop him cold.

MARILYN
Wait. I want you to do something for me.

Potter feels terrific that he is going to get some opportunity to make it up to her. He is perhaps too enthusiastic.

POTTER
You bet. Just ask -- whatever it is. Don't worry about a thing. Go right ahead.

MARILYN
You won't let me down?

POTTER
I won't let you down.

MARILYN
That's right. In a weird sort of way you're an honorable guy.
(deep feeling)
Okay. Don't see me again.

Potter looks at her, the intensity of the request readily apparent.

POTTER
(soberly)
All right.

MARILYN
I want to be sure. Don't answer too quick. We're talking about a commitment here. I want you to swear that if things don't work out with... this other lady or any other other lady, you won't hit the old phone book and come up with my number.

POTTER
You think I'd do that?

MARILYN
Sure you would. It scares me that you don't know that...

(CONTINUED)

130 CONTINUED: (2) 130

POTTER
(an edge)
I said okay.

MARILYN
Swear on your brother's life.

He looks at her.

MARILYN
(continuing)
Please. Really.

POTTER
I swear on my brother's life I'll never call you.

MARILYN
(at last believing him)
Thanks.
(she looks at him)
Look, I hope everything works out great. You're a terrific guy. I really liked you.

POTTER
Same here.

He leans forward to kiss her goodbye.

MARILYN
(backing off)
No -- no -- no. Are you kidding?
(she looks at him)
Goodbye.

She looks at him for another second, then finds the key, opens the door and enters. Potter remains where he is. A beat, then we HEAR Marilyn's tearful SHOUT from inside.

MARILYN (O.S.)
Will you please leave.

He turns and starts down the stairs.

131 EXT. POTTER'S OLD BLOCK - NEW YORK CITY - DAY 131

Snow on the ground -- the Christmas season. Potter is watching the apartment entrance from across the street.

(CONTINUED)

131 CONTINUED: 131

Jessica comes out the front door. She sees him. Potter is about to cross the street when Jessica comes out of the building. They see each other. It is a solid moment -- two lives altered in a flash. And now they move toward each other, but the embrace of reunion is loused up by the flow of traffic. Jessica is anxious to get to him, but is forced to jump back from a car. She becomes a little unglued. He is waving at her to wait. Her concentration now off him as she becomes extremely nervous from cars whizzing on either side of her. Then the light changes, stopping the traffic and allowing them to finally embrace. They turn to walk back inside the building.

132 INT. JESSICA'S APARTMENT LOBBY - DAY 132

A DOORMAN standing just inside the modest hi-rise. He sees Jessica.

DOORMAN
Hi, Mrs. Potter.

Now he sees Potter and tilts his head as if to say, "Awww, you're back."

DOORMAN
(continuing)
Really good to see you, Mr. Potter.

POTTER
(awkward)
Thanks. Same here.

(CONTINUED)

132 CONTINUED: 132

DOORMAN
Really good.

POTTER
(self-consciously)
Thanks.

They enter the elevator.

133 INT. JESSICA'S APARTMENT - DAY 133

as they enter. Their attitude toward each other is suddenly tentative. Potter takes a deep breath, exhales with force. She smiles with understanding, then mirrors his action, taking her own deep breath.

ANGLE ON JESSICA

making a small move. Consciously attempting to look sexy -- sending out some smoke.

ON POTTER

catching her at it, but also affected by it.

POTTER
We're really going through with this, aren't we?

JESSICA
I sure hope so.

He takes her hand. She immediately clings to his arm as they walk to the bedroom.

134 INT. JESSICA'S BEDROOM - DAY 134

They sit on the bed, naked. Potter briefly notices the two books on the nightstand next to the bed: "More Joy of Sex" and TV Guide.

JESSICA
Isn't it silly? I'm scared.

He just looks at her. As they begin to make love we begin to HEAR the SONG Jessica is already planning about this moment.

(CONTINUED)

134 CONTINUED: 134

A song titled, "Isn't It Silly, I'm Scared." It is sung very softly, by Jessica -- very Olivia Newton-John. Its sweet, badly-written message is about vulnerability and goose bumps and tenderness in love-making.

135 OMITTED 135 *

136 INT. MARVA'S KITCHEN - NIGHT 136

Marilyn sitting on a stool in the corner. She is enormously well-dressed, perhaps very much like Jessica was when they met -- her sexuality more in view than we have previously seen it. She is scared.

MARVA
This is avoiding.

MARILYN
This is liking kitchens.

MARVA
Not when there's a man out there who wants to meet you.
(a new tone)
It's getting embarrassing, Marilyn. He knows you're in here. At least go meet him.

MARILYN
(getting off her stool)
There's no way we're going to like each other.

MARVA
Just because he's a professional athlete?

MARILYN
Somehow I don't think I'm what he's looking for.

(CONTINUED)

136 CONTINUED: 136

On a look from Marva she gives in and walks reluctantly toward the living room.

MARILYN
(continuing)
It just seems silly to me. I'm going to break up -- just the thought of us.

137 INT. LIVING ROOM - NIGHT 137

as they enter and meet JOHN MORGANSON. He is a Boston Celtic and 6'10" tall.

MAX
Marilyn, this is John Morganson.

MARILYN
(shaking hands)
Hello.

She is trying not to laugh at the incongruity of her date.

JOHN
Good to meet you.

MARILYN
Same here.

Her grin is quite wide now, the laughter almost bubbling forth.

JOHN
What is it?

MARILYN
Nothing. Forgive me.

She doubles over in laughter. The three of them look at her soberly. She now has the hiccups.

MARILYN
(continuing;
between hiccups)
... Just the idea of me with someone who... Some reason... as ... funny... Maybe some water.

As she laughs she pours water for herself, then laughs, the water coming out.

(CONTINUED)

137 CONTINUED: 137

MARVA
(explaining)
She's had a tough time recently.

MAX
John's used to strange reactions. We went into it when he was my patient. It has to do with a tension people feel over the disparity in height.

Marilyn is laughing and hiccuping.

MAX
(continuing)
There's a sexual element to it -- people wondering if John's body is in proportion. You know, is everything on such a grand scale?

MARVA
(trying to be casual)
And is it?

JOHN
Yes.

Marilyn's hiccups have been cured. She is no longer laughing.

137A INT. JESSICA'S BEDROOM - MORNING 137A

Potter asleep on his back. He opens his eyes to find his wife -- ex-wife -- sitting on his stomach -- staring at him... wearing his trenchcoat over her naked body. *

JESSICA
I've got a gift for you. *

POTTER
Okay -- bring it on. *

She takes a notebook and reads a poem she has written. She finishes, notes his reaction, and then says: *

JESSICA
It's a little strange being back together, isn't it? *

POTTER
Strange? *

(CONTINUED)

137A CONTINUED: 137A

JESSICA
Strange.

POTTER
Oh. Then I don't think so. *

JESSICA
Maybe I should be more direct in what I wanted to say to you this morning, but last night when we made love...

POTTER
(some tenderness)
I know what you're going to say.

JESSICA
(a hushed secret)
I had a vaginal orgasm.

He looks at her. It wasn't what he expected.

POTTER
Good. *

138 OMITTED 138

139 INT. MARILYN'S APARTMENT - NIGHT 139

Marilyn is sitting up in bed, or rather sitting in 1/8 of the bed -- the rest of it is filled by the long, long form of John Morganson. That form finally ends with his legs draped over the end of the mattress at the knees, his feet firmly planted on the floor. Marilyn looks most unhappy as she clings to her small area. Now, with determination, she prods the sleeping giant with her butt as she fights for minimal comfort. And now Morganson is roused. Still sleeping, he too, shifts, the giant feet coming off the floor, the whole package now ominously shifting like some great tidal wave.

One massive hand plants itself down on the mattress, actually lifting this bulk of a man into the air while he still sleeps. Marilyn watches with eyes growing wide with fear as now the form of Morganson looks like it may fall on top of her. She crosses her arms in front of her just before her lover comes crashing down.

140 INT. ZABAR'S - DAY 140

It's Sunday morning at this overly-famous delicatessen/ grocery/gourmet center on the upper West Side. Gleaming kitchen utensils hang for sale overhead. One counter is devoted to cheeses, another to gourmet delicacies, another to sacks of coffee beans ready for grinding. This last is where Jessica and Potter now stand as we HEAR Jessica's SONG COUPLETS RESUME.

JESSICA
What kind of coffee do you want?

POTTER
Colombian's good.

JESSICA
If you want Colombian, we might as well buy Folgers.

He doesn't answer. She is somewhat annoyed. The coffee CLERK in the b.g. is beginning to take some interest in them. Jessica leans over one particular sack.

JESSICA
(continuing)
Costa Rican coffee is terrific.

(CONTINUED)

140 CONTINUED: 140

POTTER
I don't want Costa Rican coffee.

JESSICA
Why?

POTTER
I don't know... I think it's because I'm not sure where Costa Rica is.
(she looks at him)
It just seems you should know where it is before you buy the coffee. You tell me what countries border Costa Rica and I'll drink it the rest of my life.

As the coffee Clerk looks on at the confrontation, Jessica ends it by sighing with resignation and placing a tin of Folgers in their shopping basket. As they move toward the checkout stand:

POTTER
(continuing)
That one may have been my fault.

JESSICA
It's okay.

POTTER
We're not exactly doing terrific, are we?

JESSICA
(earnestly)
But that's okay, too. That's probably why we're better off this time. We don't need terrific anymore.

She squeezes his hand reassuringly, then goes on toward the line at the checkout counter as Potter stands there stunned. Finally he moves after her.

POTTER
Are you crazy?

JESSICA
(beginning to lose patience)
No. I'm not the crazy one.

(CONTINUED)

140 CONTINUED: (2) 140

Jessica turns back toward the checkout man who has behind him a store of rolls, etc. At least one HUSBAND and wife flash looks at each other. One wife begins to stare openly at Potter and Jessica.

HUSBAND
Can we stay out of this? Can we?

POTTER
(to Jessica's back as she stands in line)
What do you mean we don't need terrific? I don't think I've ever needed it more.

JESSICA
Okay. Fine.

She moves to the counter directly opposite, which sells various delicatessen produce. Potter follows.

POTTER
I need terrific. I need wonderful.

Before he realizes he will say this next, the words are out -- stunning him some:

POTTER
(continuing)
I need love.

JESSICA
(to the counterman)
I need a half-pound of potato salad and a loaf of rye bread.

POTTER
(to her back)
Jessica, talk to me. What are you doing?
(more loudly)
Jessica. Jessica.

The coffee Clerk rushes to Potter, anxious to stop this scene. He puts a hand on Potter and whispers in his ear.

STORE CLERK
Just relax -- will you? El Salvador and the Dominican Republic border Costa Rica.

(CONTINUED)

140 CONTINUED: (3) 140

POTTER
(ignoring him)
Jessica... What is this attitude you're doing?

Jessica turns to him. She looks at him with such an intensity that it gives him pause.

JESSICA
You know... it occurs to me that this might all be about what's-her-name. No. I've got to give you more than that. I know her name. It's Marilyn. Marilyn Holmberg... isn't it? Five-foot-seven-inch, 131-pound Marilyn Holmberg. And isn't that what this is all about?

The people on line -- the singles and couples await Potter's answer. He nods yes.

JESSICA
(continuing)
I was hoping it wasn't.

POTTER
(a beat; then)
Me, too.

They look at each other -- an exchange of glances which speaks volumes as MUSIC BEGINS, cueing a dramatic exit from Potter. Jessica stands there as the MUSIC SWELLS to a huge, torchy song.

JESSICA'S SONG
(This one has to do with healing after a lost love.)

As we HEAR the song, we SEE Jessica move from genuine loss to preoccupation with the song we hear her working on. At one point the SONG STOPS, we HEAR her GO BACK A FEW BARS and change one line of the lyric to a more positive thought as she embarks on the exercise of using art to offset feeling. The SONG CONTINUES -- a pause as we HEAR her search for the right rhyme and then find it, MUSIC SWELLING anew.

141 OMITTED 141

142 EXT. BOSTON STREET - DAY 142

Potter gets off a bus and begins walking quickly. It is quite cold. We can SEE Christmas trees in apartment windows. He now breaks into a run -- he is excited, almost exhilarated. He runs past a novelty store. Now he is delighted with an idea.

143 INT. NOVELTY STORE - DAY 143

as we WATCH Potter buy a Santa's hat and beard.

144 EXT. BOSTON STREET - DAY 144

Potter wearing the Santa's face -- grinning at his break-the-ice idea. The man is obviously having fun.

145 EXT. MARILYN'S SCHOOL - DAY 145

as he comes to a stop. He is no longer having fun.

POTTER'S POV

Marilyn exiting the school and being greeted by her 6'10" boyfriend. John almost tosses her in the air as you would a baby. When he sets her down, she makes a playful gesture as if to say, "Please don't try that again." John laughs. As they move off to John's Cadillac Seville:

ON POTTER

crushed. He'd probably look even worse if the beard didn't cover so much of his face.

POTTER
Oh, Lord, I do love her.

146 EXT. MARILYN'S SCHOOL - DAY 146

He begins running after the Cadillac. We can SEE John Morganson looking curiously in the rear view mirror as this Santa-faced man dashes after him. Potter moves around people -- parents ushering children from the school, carrying Christmas cut-outs, etc. He manages to draw abreast of the car.

147 EXT. JOHN'S CADILLAC - DAY 147

Marilyn looks out the side window, recognizes Potter. He smiles, his smile fading as she deliberately turns away from him. The car moves on. He stands there, out of breath, utterly depressed and alone as a SMALL BOY approaches with his mother.

SMALL BOY
I want to tell you what I want for Christmas.

Potter doesn't hear him.

SMALL BOY
(continuing)
I gotta tell you what I want for Christmas.

Potter now looks at him and the smiling mother alongside him.

POTTER
(yelling)
I'm busy right now. I've got my own problems. If you want to tell me what you want for Christmas, send me a goddamn letter like any other kid.

He walks off.

148 INT. POTTER'S APARTMENT - NIGHT 148

He sits on one of his director's chairs, the phone on his lap. He takes a deep breath and dials, then hangs up. He holds the phone in his lap, feeling enormously anxious. Then he quickly dials six digits, pauses, weighing whether or not to dial the last one. He does. We HEAR just one RING, the the PHONE being PICKED UP.

MARILYN (V.O.)
Hi. This is Marilyn...

POTTER
(in a rush)
Oh, great. Look, I know I promised not to...

MARILYN (V.O.)
I just got this thing and I hope it works, because I'm not here right now. So if you'll just leave a message before you hear the beep, I'll hopefully get it. Thanks.

(CONTINUED)

148 CONTINUED: 148

Several beats; Potter wondering just what to say to the tape. As he starts to speak:

149 INT. MARILYN'S HOUSE - NIGHT 149

There is no answering device. We are LOOKING at Marilyn, drawn and anxious as she holds the receiver, waiting to hear if it is Potter at the other end. Marilyn is making a decision.

POTTER (V.O.)
It's Phil, and I wouldn't be making this call unless I...

MARILYN
(utterly sad)
Beep.

She hangs up. Potter realizes that he has been speaking to Marilyn and not a phone device, that Marilyn does not want to speak to him.

150 INT. DIVORCE WORKSHOP - NIGHT 150

Christmas is an enemy in this room -- a bullet to be bitten. The men of the workshop have put up a brave but partially inept attempt to embrace the holiday season.

A scrungy two-foot tree stands on the table with some half-assed decorations. Somebody has tacked up a red tennis sock with two strands of tinsel around the ankle ribbing. And there sit the men in their circle of metal folding chairs. A bowl of potato chips sits next to some bad dip in a bowl on the floor, two large bottles of wine and a stack of inverted paper cups next to that. They are a wretched lot. They silently take turns on the dip, moving the bowl with their feet from one to the other, avoiding contact until Everett breaks the silence.

EVERETT
Ho, ho, ho.

DAN
Look, I don't exactly expect thanks for arranging this party, but I'd love to see what you could do for five dollars a man.

(CONTINUED)

150 CONTINUED: 150

The door opens and Potter enters in a minor state of frenzy. His entrance is a welcome one, a current of life passing through the room as they ad lib welcomes to him. Paul alone evidences concern.

POTTER
I'm sorry to interrupt.

EVERETT
It's okay. We were just comparing our worst Christmases.

BARRY
(to Potter)
I'm the only one where this is my worst one.

Potter moves next to Paul.

POTTER
(firmly)
Paul, I need your help. I'm sorry to pull you away from the party, but I need a lift and...

The idea of being free from this room at this time of year is a siren call to the men.

EVERETT
I can give you a lift.

LARRY
I'm free all night...

JERRY
We could all pile into my car and...

DAN
One week's notice -- five dollars a man and they expect the Mardi Gras.

PAUL
(finally; to the others)
He asked me.
(to Potter)
You want to leave now?

POTTER
Yeah. Right now, if it's okay.

(CONTINUED)

150 CONTINUED: 150

PAUL
Sure. What a great Christmas.

They start to move out the door. Paul opens it. Potter realizes this is his last time in this room.

POTTER
Good knowing you, guys.

Larry is the only one who can articulate a reply, the rest stare down at their dip.

LARRY
Same here, Phil. You look like you feel great.

POTTER
(reflecting)
Yeah. I guess I do.

BARRY
What's your secret?

POTTER
(grinning)
Nothing special.

EVERETT
Marilyn? *

POTTER AND PAUL
Yes. *

Paul beams at him as Potter nods in final farewell and they move quickly through the open door.

151 INT. STAIRWAY - NIGHT 151 *

An attractive, gray-haired WOMAN looks in. She is holding a turkey on a platter.

WOMAN
(curtly)
Are you all leaving now?

EVERETT
(eyeing her and the turkey)
No, but perhaps you'd care to join us. We're having a little party.

(CONTINUED)

151 CONTINUED: 151

He gestures towards the potato chips. She looks behind her. There are AD LIBBED comments of assent from the room, as they start down the stairway, bearing their bounty, each having prepared a home-cooked delicacy. As the men rush to help them, Barry finds himself aiding the same Woman he has been exchanging hostile glances with through the months.

BARRY
Hi.

ANGRY WOMAN
Hello.
(a beat, then)
My name's Stephanie.

As the procession moves down the stairs to the meeting room. *

152 EXT. SMALL FURNITURE STORE - NIGHT 152

Paul and Potter carry a sofa toward the street. They speak to each other from opposite ends.

PAUL
But if she hasn't talked to you yet...

POTTER
This will be a big thing to her -- me buying this.

As they heft it into the back of Paul's exterminator's van -- the large bug bobbing, some Christmas bulbs dangling from its neck as part ot the exterminator company's homage to Christmas. They slam the door.

153 INT. TRUCK'S CAB - NIGHT 153

On the drivers's sun visor we SEE a picture of a girl, obviously Paul's ex-wife and current fiancee. It has been ripped and scotch-taped back together.

Potter jumpy with impatience as they move through traffic, heavy with last-minute shoppers. Paul is worried about him.

PAUL
You don't even know if she'll be there.

(CONTINUED)

153 CONTINUED: 153

POTTER
Marva says she goes to all his practice sessions.

PAUL
(anguished)
But she didn't give you any sign that she was even willing to listen to you.

POTTER
The sofa's going to mean a lot. I know her. When I tell her about the sofa, it will be okay.

PAUL
(still anguished)
How can you be so sure?

POTTER
I'm not.

A beat; then Paul, tears welling, emotion on the verge of overcoming him, turns to Potter.

PAUL
I know. It's not easy out here. It's hard to find anything you can really count on. But one thing you can be sure of -- you don't have to worry about a bug, rat or roach as long as you live.

154 EXT. BOSTON GARDEN - NIGHT 154

The home of the Boston Celtics -- now dark and silent as Potter and Paul dash toward the entrance.

155 INT. BOSTON GARDEN - NIGHT 155

They have entered at the top of the arena -- down below are the echoing SOUNDS of a Celtics' SCRIMMAGE. There are just a few people in the stands, friends of the players waiting for them, sitting in a cluster not far from Potter. But across the arena Marilyn sits alone. From their vantage point she is little more than a speck.

POTTER
(pointing at her)
That's her.

PAUL
She's beautiful.

POTTER
Yeah, isn't she?

156 INT. BOSTON GARDEN - NIGHT 156

They begin moving quickly along the back aisle, circling the arena until they arrive at a point some twenty rows above Marilyn.

She has not seen them. They move down the aisle toward her. Potter hesitates, quite uncertain now. Paul offers some last-minute encouragement.

PAUL
You've got the sofa.

Potter smiles. Paul takes a seat three rows above Marilyn, giving them a measure of privacy. As Potter draws near, the practice breaks up, the Celtics moving off the court. Morganson calls up to Marilyn.

JOHN
Hey, sweet stuff... we have a team meeting. If I have anything left, I'll come see you later.

She nods, then turns to leave and sees Potter. She points down at Morganson, who is headed for the dressing room.

156 CONTINUED: 156

MARILYN
That man has written me poems. He has sobbed in my arms. You have to come along when he's doing that.

He moves toward her.

MARILYN
(continuing)
Uh-uh. I don't want to see you. You've just got to believe me. I'm sorry if it hurts you. You'll always have a special place for me and...

POTTER
You've got to stop that and listen to me.

MARILYN
(sharply)
Why? Tell me, why do I have to do that?

POTTER
Because we're going past all that stuff.

MARILYN
We are, huh?

POTTER
Yes. And if you can't see that, then I'm wrong about you.

MARILYN
(reluctantly)
I can see that... some.

She smiles at her own transparency -- she is allowing herself the first measure of delight that he is back.

POTTER
Look at you. How could anyone in the world not love you?

MARILYN
That always beat the hell out of me.

POTTER
If I don't get to touch you soon, I may not last.

(CONTINUED)

156 CONTINUED: (2) 156

They embrace with a new freedom. No, not freedom. They embrace with abandon, squeezing each other very hard, emotion flowing as they rock back and forth.

POTTER
(continuing)
This... is... the best hug of... my... life.

They kiss each other's cheeks.

ANGLE ON PAUL

MARILYN
I love you. I thank God for you.

Paul, unable to bear any more of his soaring feelings, lets out a loud sound of release.

PAUL
Whew!

Marilyn looks at him with curiosity. Paul, unable to contain himself, takes this look as permission to join them. He rushes to them, embracing them both. Marilyn isn't sure just what to do, other than pat his head. As she does so:

MARILYN
Who is he?

POTTER
He's my exterminator.

Marilyn nods. Arms locked around each other, they move down the stairs toward the deserted basketball court. Paul walks in front of them, but regularly looks back.

As they reach the center of the court, Potter, joyful and exuberant, sees a basketball lying on the court. One arm still around Marilyn, he picks up the ball and heaves it with buoyant confidence toward the basket a half-court away. As the ball arcs in the air the lights go out in Boston Garden. In this pitch darkness we HEAR the BALL finally BOUNCE with no clue as to whether it went through the basket.

POTTER (O.S.)
(continuing)
Two points.

157 EXT. BOSTON GARDEN - NIGHT 157

as they approach the van, Marilyn reacting to the strange vehicle. Paul gets behind the wheel. Potter opens the back door so he and Marilyn can ride together. As the door comes open, Marilyn looks inside.

MARILYN
You got the sofa.

POTTER
(realizing)
Oh, yeah. I forgot to tell you.

They climb in and sit on the sofa. Potter closes the van door behind them.

158 EXT. STREET - NIGHT 158

The exterminator's truck, its driver wiping away tears of happiness as he moves through traffic. We HEAR JESSICA SING:

JESSICA'S SONG

NOTE: This song has as its theme: give me the single life, no more reaching for permanence, reaching for something that doesn't exist. In other words, it is an ironic counterpoint to this totally committed couple sitting in the back of this absurd truck and not giving a thought to anything else but themselves as we --

FADE OUT.

THE END